

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
RESOLUTION IN WRITING

of


JERROLD HOLDINGS LIMITED("the Company")

Passed the 15 day of September 2006

By a written resolution signed in accordance with section 381A of the Companies Act 1985 by or on behalf of all the members of the Company who, at the date of the resolution, were entitled to attend and vote at a general meeting of the Company the following resolution of the Company was duly passed:

SPECIAL RESOLUTION

1. THAT conditional upon execution of an agreement between (1) Fact Focus Limited; General Allied Properties Limited; North Western Properties and Developments Limited; Provincial and Northern Properties Limited; Privileged Estates Limited; Privileges Properties (Northern) Limited; Harpmanor Limited; and Supashow Limited (2) Bracken House Properties LLP and (3) Sterling Property Co. Limited dated 15 September 2006, the payment at any time by the Company of an interim cash dividend in the sum of £37,732,523 representing approximately £5.89 per each B2 ordinary share in the capital of the Company be and is hereby approved.

Signed: 

Director

Dated: 15 September 2006

