

The Companies Act 1948

and

The Companies Act 1985

COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS

passed as

WRITTEN RESOLUTIONS

of

TULIP INTERNATIONAL (UK) LIMITED

(Passed pursuant to section 381A of the Companies Act 1985)

WE, the undersigned, being or representing the sole member of the Company for the time being entitled to receive notice of and attend and vote at a general meeting of the Company, HEREBY RESOLVE as follows:

ORDINARY RESOLUTIONS

1. That with effect from the passing of this resolution the authorised share capital of the Company be increased from £10,000,000 to £12,000,000 by the creation of 2,000,000 ordinary shares of £1 each, such ordinary shares to rank pari passu in all respects with the existing ordinary shares of the Company.
2. That with effect from the passing of this resolution and in substitution for all existing authorities, pursuant to section 80 of the Companies Act 1985 ("the Act"), the Directors are generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities provided that:
 - 2.1 the maximum amount of such securities which may be allotted under this authority (within the meaning of that section) is £2,000,000; and
 - 2.2 such authority shall, unless it is (prior to its expiry) duly revoked or varied or is renewed, expire on 1 March 2006 save that the Company may, before such expiry



make an offer or agreement which will or may require relevant securities to be allotted after such expiry

and the expression "relevant securities" and references to the allotment of relevant securities shall bear the same respective meanings as in Section 80 of the Act.

SPECIAL RESOLUTIONS

3. That, conditional upon the passing of Resolution 2 above, the Directors be and they are hereby empowered pursuant to Section 95 of the Act to allot equity securities wholly for cash pursuant to the authority conferred by Resolution 2 as if Section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:

3.1 up to an aggregate nominal amount of £2,000,000; and

3.2 such authority shall, unless it is (prior to its expiry) duly revoked or varied or is renewed, expire on 1 March 2006 save that the Company may, before such expiry make an offer or agreement which will or may require relevant securities to be allotted after such expiry

and the expression "equity securities" and references to the allotment of equity securities shall bear the same respective meanings as in section 94 of the Act.


Dated:

Name of Shareholder

Signature

Date of Signature

Danish Crown Holding A/S

... 

1 February 2006

Copy: Auditors