

Company No. 01978621  
THE COMPANIES ACT 1985 - 1989  
COMPANY LIMITED BY SHARES  
ORDINARY RESOLUTIONS  
of JEFFERIES INTERNATIONAL LIMITED

passed the 9th August 2006

By means of a written resolution dated the 9th August 2006 and signed by all the members of the above-named company entitled to attend and vote at general meetings the following **ORDINARY RESOLUTIONS** were passed:

**INCREASE IN  
AUTHORISED  
SHARE CAPITAL**

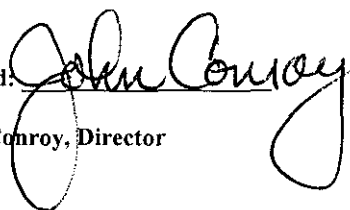
THAT the share capital of the company be increased from £21,330,000.00 to £26,330,000.00 **by the creation of the following new shares:**

5,000,000 Ordinary shares of £1.00 each ranking in all respects pari passu with the 21,330,000 existing Ordinary shares of £1.00 each in the capital of the company.

**RENEWAL OF  
AUTHORITY TO  
ALLOT SHARES**

THAT the directors be and they are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to exercise any power of the company to allot and grant rights to subscribe for or to convert securities into shares of the company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. Provided that the authority hereby given shall expire five years after the passing of this resolution unless (subject to the said section 80) previously renewed, revoked or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any rights under this authority in pursuance of an offer or agreement so to do made by the company before the expiry of this authority.

Signed:



J.L. Conroy, Director



A17  
COMPANIES HOUSE

\*AKQZBJG0\*

302  
17/10/2006

Company No. 01978621

THE COMPANIES ACTS 1985 - 1989

WRITTEN RESOLUTIONS OF THE SOLE MEMBER OF

JEFFERIES INTERNATIONAL LIMITED

passed the 9th August 2006

I, the undersigned, being the sole member for the time being of the above-named company entitled to receive notice of and to attend and vote at General Meetings hereby pass the following resolutions and confirm that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the company duly convened and held.

ORDINARY RESOLUTION

INCREASE IN  
AUTHORISED  
SHARE CAPITAL

THAT the share capital of the company be increased from £21,330,000.00 to £26,330,000.00 by the creation of the following new shares:

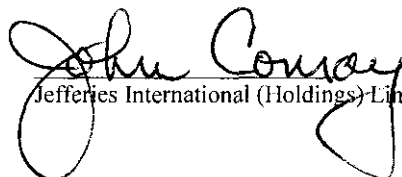
5,000,000 Ordinary shares of £1.00 each ranking in all respects pari passu with the 21,330,000 existing Ordinary shares of £1.00 each in the capital of the company.

ORDINARY RESOLUTION

RENEWAL OF  
AUTHORITY TO  
ALLOT SHARES

THAT the directors be and they are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to exercise any power of the company to allot and grant rights to subscribe for or to convert securities into shares of the company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. Provided that the authority hereby given shall expire five years after the passing of this resolution unless (subject to the said section 80) previously renewed, revoked or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any rights under this authority in pursuance of an offer or agreement so to do made by the company before the expiry of this authority.

Signed (sole member):

  
Jefferies International (Holdings) Limited