

PARC CONTINENTAL LIMITED (the Company)

(Registered in England - No. 2437964)

WRITTEN RESOLUTION

SPECIAL RESOLUTION

(Passed 23 September 2009)

In accordance with Chapter 2 of Part 13 Companies Act 2006, the following resolution was agreed to and duly passed on 23 September 2009 as a Special Resolution:

"THAT:

- (a) 1,533,059 ordinary shares of £1 each registered in the name of Dresdner Kleinwort Group Limited be cancelled and the Directors be authorised to apply the consequential reserve to eliminate the deficit on the Company's profit and loss account; and
- (b) the capital of the Company be further reduced by repaying at par 2,974,841 ordinary shares of £1 to the sole registered shareholder, Dresdner Kleinwort Group Limited; and
- (c) the provisions of the Memorandum of Association of the Company with respect to its share capital be altered by the deletion of clause 5 thereof and the substitution therefor of the following new clause:

"The Company's share capital is £2 divided into 2 ordinary shares of £1 each."



Director



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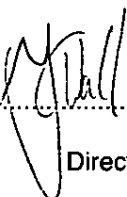
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