

COMPANY No: 3219943

GROSVENOR GROUP LIMITED  
(the "Company")

SECRETARY

## WRITTEN MEMBERS' RESOLUTIONS

16<sup>th</sup> March 2006

In accordance with section 381A of the Companies Act 1985, each of the members of the Company which at the date of these resolutions would be entitled to attend and vote at a general meeting of the Company, agrees that the following resolutions shall have effect as if passed by the Company in general meeting and accordingly IT IS RESOLVED THAT:

1. a new object and power of the Company be inserted in the memorandum of association of the Company at 3.2(X) as follows:  
  
"To deal with, or dispose of, all or any part of the undertaking, property and assets (present and future) of the Company in any manner and for any or for no consideration."; and
2. (A) the Company be and is hereby authorised and directed to transfer to Deva Group Limited by way of capital contribution for no consideration its right to repayment of a loan of £3,000,000 made to Deva Holdings Limited, which loan has been or is to be assumed by Deva Group Limited; and  
  
(B) the Directors be and are hereby authorised and directed to make such capital contribution and any breach of fiduciary duty by any Director relating to the making of such capital contribution be and is hereby ratified and approved.

Home  
Earl of Home

J H M Newsum  
J H M Newsum

L M S Knox  
L M S Knox

M A Loveday  
M A Loveday

Home  
Earl of Home

R S Broadhurst  
R S Broadhurst

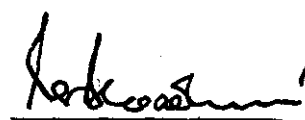
M A Loveday  
M A Loveday


J H M Newsum  
J H M Newsum

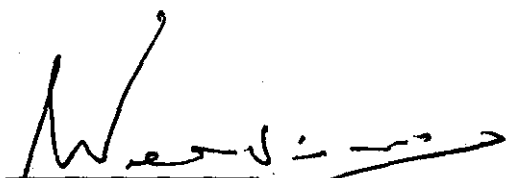
L M S Knox  
L M S Knox



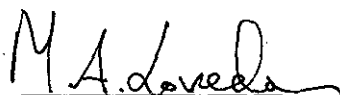
  
J H M Newsum

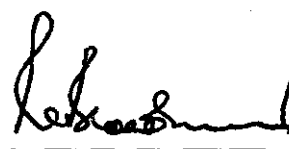
  
R S Broadhurst

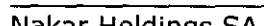
  
L M S Knox


  
The Duke of Westminster

  
J H M Newsum

  
M A Loveday

  
R S Broadhurst

  
Nakar Holdings SA

  
Vesta Limited