

Company Number 3278093

**THE COMPANIES ACTS 1985 AND 1989**

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**PRIVATE COMPANY LIMITED BY SHARES**

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**WRITTEN RESOLUTION**

**OF**

**EDEN PROJECT LIMITED**

Passed <sup>18th</sup> July 2007

We, the undersigned, being the sole member of the Company for the time being entitled to receive notice of and to attend and vote at general meetings (being a corporation by our duly authorised representative), hereby resolve, pursuant to s 9 Companies Act 1985, that the following resolution be passed and agree that the same shall have effect as if passed as a special resolution at a general meeting duly convened and held


**WRITTEN RESOLUTION**


**THAT** the articles of association of the Company be and hereby are amended by

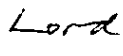
- 1 the insertion in article 4A of the words "Except in respect of any issued shares in the Company held in the name, or subject to any security interest granted in favour, of a bank or financial institution" at the beginning of the current article 4A and that the first word "The" of the current article 4A is amended to "the", and
- 2 the deletion of the existing articles 3D and 3E
- 3 the insertion of a new article 3D immediately following article 3C which reads as follows -  
  
"3D Notwithstanding anything contained in these Articles to the contrary, the Directors will register any transfer of shares and may not suspend the registration of the transfer of any shares if such transfer  
  
(i) is to the bank or institution to which such shares have been charged by way of security, whether as security trustee and/or agent for a group of banks or institutions or otherwise, or to any nominee or any transferee of such bank or institution (a "Secured Institution"),




- (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over such shares, or
- (iii) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power under such security "

Signed 

Name 

Title 

For and on behalf of The Eden Trust

Dated  18<sup>th</sup> July 2007