

THE COMPANIES ACTS 1985 TO 1989

Certified to be a true copy

Ernst & Young
Solicitor

AN UNLIMITED COMPANY

WRITTEN RESOLUTION

OF

CHARTRED

-an unlimited company-

THURSDAY



RM 24/01/2008 129
COMPANIES HOUSE

We, the undersigned, being the members for the time being of the above named Company entitled to receive notice of and to attend and vote at a separate general meeting of the holders of the "A" ordinary shares of €1 00 each (the "A" Ordinary Shares") HEREBY RESOLVE that the following resolutions be adopted as extraordinary resolutions of the Company and agree that the said resolutions shall, pursuant to regulation 53 in Table A (which regulation is embodied in the articles of association of the Company) and Sections 381A to C inclusive of the Companies Act 1985 (as amended), for all purposes be as valid and effective as if the same had been passed at a separate general meeting of the Company of the holders of the "A" Ordinary Shares duly convened and held

EXTRAORDINARY RESOLUTIONS

"THAT the holder of the "A" ordinary shares of €1 00 each (the "A" Ordinary Shares") hereby

- (i) approves the reduction in the nominal value of each of the issued and unissued "A" Ordinary Shares from €1 00 to €0.000000002206 so that following such reduction the authorised share capital of the Company will be as follows:

1 1 1,000 ordinary shares of £1 00, and

1 2 500,000,000 "A" Ordinary Shares of €0.000000002206 each,

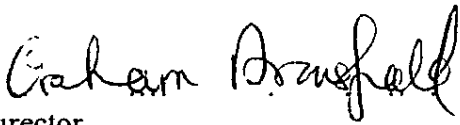
such reduction being made pursuant to a written resolution of the holders of the one issued ordinary share of £1 00 and of the "A" Ordinary Shares, dated December 17, 2007, a copy of which is attached hereto (the "Written Resolution"),

- (ii) approves the transfer of the sum of €453,999,999 from the issued share capital account of the Company to the distributable reserves account of the Company made pursuant to the Written Resolution;
- (iii) approves the amendments to the Articles of Association of the Company pursuant to the Written Resolution, and

- (iv) sanctions each and every modification or abrogation of the special rights and privileges attaching to the "A" Ordinary Shares as are or may be involved in the proposals referred to in paragraphs (i), (ii) and (iii) above

Dated this 17th day of December 2007

For CHB Group Limited


Director