

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

of

CQS MANAGEMENT LIMITED



Michael Hintze, being the sole member of the Company who at the date of these resolutions is entitled to attend and vote at a general meeting of the Company, RESOLVES, in accordance with section 381A of the Companies Act 1985, AS FOLLOWS:

SPECIAL RESOLUTIONS IN WRITING

1. THAT the Company's articles of association be altered as set out below:
 - 1.1 Article 3 is deleted and the following new Article is substituted:
 3. The authorised share capital of the Company is £1,250,000 divided into one million (1,000,000) ordinary shares of £1 each and two hundred and fifty thousand (250,000) preference shares of £1 each. For the avoidance of doubt, the share in issue at the date of adoption of these Articles is an ordinary share.
- (A) Preference Shares shall confer upon the holders thereof the following rights and privileges:
 - (i) **Dividends:**
 - (a) The holders of Preference Shares are entitled to be paid in respect of each financial year of the Company out of profits available for distribution and from time to time resolved to be distributed a fixed non-cumulative preferential dividend at the annual rate (excluding the amount of any associated tax credit) of one month LIBOR (as at the date the dividend is declared) on the nominal amount of each of the preference shares (the "**Preferential Dividend**").
 - (b) The preferential dividend is payable annually in arrears on 31 December (or if not a business day, on the next business day) (the

"fixed dividend date") in respect of the twelve-month period ending on that date (except that the first preferential dividend is payable on 31 December in respect of the period starting on the day after the date of first allotment of the Preference shares and ending on that date.

- (c) The preferential dividend is payable in priority to a payment of a dividend to the holders of any other class of share.
- (d) The preference shares do not confer a further right to participate in the Company's profits.

(ii) **Redemption:**

Preference Shares shall not be liable to be redeemed.

(iii) **Return of Capital:**

- (a) On a return of capital on the winding up or otherwise (other than on conversion, redemption or purchase of shares) the Company's assets available for distribution among the members shall be applied in repaying to the holder of each Preference Share the following amounts in priority to a repayment to the holders of any other class of share:

- (i) the amount of any accruals of the preferential dividend relating to the Preference shares, to be calculated down to and including the date of commencement of the winding up (in the case of a winding up) or the return of capital (in another case), to be payable whether or not the preferential dividend has been declared or earned; and

- (ii) the nominal amount of the preference share

- (b) The Preference shares do not confer a further right to participate in the Company's assets available for distribution among the members.

(iv) **Voting and Meetings:**

- (a) The holders of Preference Shares shall be entitled to receive notice of all general meetings of the Company. The holders of Preference shares are not entitled to attend or vote at a general meeting unless:

- (i) at the date of the notice convening the meeting at least six months have elapsed after a fixed dividend date and the dividend payable on that fixed dividend date has not been paid and for this purpose a dividend is deemed payable on the relevant fixed dividend date whether or not declared; or

- (ii) the business of the meeting includes consideration of a resolution to wind up the Company or directly or adversely vary any of the special rights attached to the Preference shares,

in which case, if a holder is entitled to attend and vote as a result of (i) he may vote in respect of any resolution considered at the meeting and, if a holder is entitled to attend and vote as a result of (ii) he may vote only in respect of the resolution referred to in (ii) only.

- (b) On a show of hands, each holder present in person (or being a corporation) by a representative has one vote. On a poll each holder present in person or by proxy or (being a body corporate) by a representative, is entitled to exercise one vote for each Preference share he holds.

(B) The rights conferred upon the holders of Preference Shares shall be deemed to be varied by:

- (i) the reduction of the capital paid up on any of those shares;
- (ii) the creation of further shares ranking in priority to them for the payment of the dividend or capital; or
- (iii) any amendment to the Memorandum of Association of the Company or these Articles;

but shall not be deemed to be varied by the creation or issue of further shares ranking subsequent to them.

The written resolution in paragraph 1 takes effect as a special resolution.

SIGNATURE:

x Michael Hintze x

PRINT NAME: Michael Hintze

DATE:

23 January 2000