

THE COMPANIES ACTS 1985 and 2006

PRIVATE COMPANY LIMITED BY SHARE

WRITTEN RESOLUTIONS

of

**RABO BOND INVESTMENTS (UK) LIMITED**  
(the "Company")

Circulation Date

24 September 2008



\*A26OR3UU\*  
A22 10/10/2008 339  
COMPANIES HOUSE  
\*A5VFX3NC\*  
A30 03/10/2008 393  
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following Written Resolutions as Ordinary Resolutions

ORDINARY RESOLUTION

1 THAT, pursuant to provisions of the Companies Act 2006 (Commencement No 5, Transitional Provisions and Savings) Order 2007 and for the purposes of section 175 of the Companies Act 2006 (the "Act") each of the situations (the "Situations") listed in the attached schedule marked A for the purposes of identification which may, but for this resolution, result in the relevant director infringing his duty under section 175 of the Act to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company (including a conflict of interest and duty or conflict of duties) (the "Conflicts") be and are hereby authorised by the sole member of the Company to the fullest extent permitted by law subject to the following specific provisions (the "Provisions")

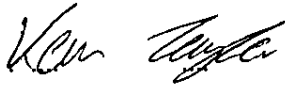
- (a) that the authority granted by virtue of this resolution shall not be limited in time, provided always that such authority may be revoked by the board of directors of the Company (the "Board") in its absolute discretion at any time, and

- (b) that where a new conflict arises in respect of a director, or there is a change in the nature of any Conflict, the relevant director must immediately revert to the Board so that the authority granted by virtue of this resolution may be reviewed, provided that such review shall, where appropriate, include a reversion to the shareholder(s) of the Company for the time being

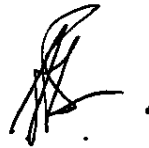
- 2 THAT any equivalent or similar situations to the Situations which may arise in respect of any individual who is, or who is proposed to be appointed as, a director of the Company, insofar as such situation relates to his appointment as a director or employee of any group undertaking (as that term is defined in section 1161(5) of the Act) of the Company, be and are hereby authorised by the sole member of the Company to the fullest extent permitted by law, subject always to the Provisions

**Please read the Notes overleaf before signifying your agreement to the Written Resolutions.**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, we, the undersigned, being the sole member of the Company who would have been entitled to vote on the resolutions set out above on the Circulation Date stated above hereby irrevocably agree to the resolutions as Ordinary Resolutions



Duly authorised for and on behalf of  
Rabo Holdings (UK) Limited



Date of Signature 24/09/08

Notes

- 1 You can choose to agree to all of the proposed Written Resolutions or none of them but you cannot agree to only some of them
- 2 If you agree to the proposed Written Resolutions please sign and date this document overleaf on the dotted line where indicated and return it to the Company by hand or by post to the Company's registered office at Thames Court, One Queenhithe, London, EC4V 3RL by no later than 5pm on the date falling 28 days after the Circulation Date stated overleaf
- 3 If you do not agree to the Written Resolutions you do not need to do anything You will not be deemed to agree if you fail to reply
- 4 The Written Resolutions will lapse if the agreement of the required majority of eligible members is not received by the Company by 5pm on the date falling 28 days after the Circulation Date stated overleaf If the Company does not receive this signed document from you by this date and time it will not be counted in determining whether the Written Resolutions are passed
- 5 The Written Resolutions are passed on the date and time that the Company receives the agreement of the required majority of eligible members The required majority for an Ordinary Resolution is eligible members representing a simple majority of the total voting rights of eligible members
- 6 You may not revoke your agreement to the Written Resolutions once you have signed and returned this document to the Company
- 7 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

**ATTACHMENT A**

<b>ANDREW JAMES SENIOR</b>
Employee of Cooperatieve Centrale Raiffeisen- Boerenleenbank B A (trading as Rabobank International), London Branch
Director of Acrux Limited
Director of Rabo Acceptances N V
Director of Rabo Capital Limited
Director of Rabo Holdings (UK) Limited
Director of Rabo UK Group Holdings Unlimited
Director of Silver Fern Investments Limited
Director of Utrecht Overseas Investments Limited
Secretary of James Wood Senior Limited
Director of Richford Limited
Director of A J Senior Limited
Director of James Wood Senior Limited

<b>KEVIN RYAN TAYLOR</b>
Employee of Cooperatieve Centrale Raiffeisen- Boerenleenbank B A (trading as Rabobank International), London Branch
Director of Acrux Limited
Director of Rabo Acceptances N V
Director of Rabo Capital Limited
Director of Rabo Holdings (UK) Limited
Director of Rabo UK Group Holdings Unlimited
Director of Silver Fern Investments Limited
Director of Utrecht Overseas Investments (UK) Limited
Secretary of JAK Investments Limited
Secretary of Active Value Limited
Secretary of JAK Capital Limited
Director of JAK Investments Limited
Director of Active Value Limited
Secretary of Pot of Petals Limited

<b>BEREND WILLEM DU PON</b>
Employee of Cooperatieve Centrale Raiffeisen- Boerenleenbank B A (trading as Rabobank International), London Branch
Director of Rabo Acceptances N V
Director of Rabo Capital Limited
Director of Rabo Holdings (UK) Limited
Director of Rabo UK Group Holdings Unlimited
Director of Silver Fern Investments Limited
Director of Utrecht Overseas Investments Limited

THE COMPANIES ACTS 1985 and 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

**RABO BOND INVESTMENTS (UK) LIMITED**  
(the "Company")

Circulation Date  
24 September 2008

A30

\*A5VFW3NB\*  
03/10/2008  
COMPANIES HOUSE

394

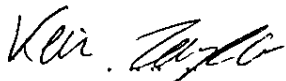
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following Written Resolution as an Ordinary Resolution

ORDINARY RESOLUTION

THAT, pursuant to provisions of the Companies Act 2006 (Commencement No 5, Transitional Provisions and Savings) Order 2007 and for the purposes of section 175(5) of the Companies Act 2006 (the "Act") the directors may (subject to such terms and conditions, if any, as they may think fit to impose from time to time, and subject always to their right to vary or terminate such authorisation) authorise, to the fullest extent permitted by law any matter which may otherwise result in a director infringing his duty under section 175 of the Act to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company (including a conflict of interest and duty or conflict of duties)

**Please read the Notes overleaf before signifying your agreement to the Written Resolution.**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, we, the undersigned, being the sole eligible member of the Company who would have been entitled to vote on the resolution set out above on the Circulation Date stated above hereby irrevocably agree to the resolution as an Ordinary Resolution



Duly authorised for and on behalf of  
Rabo Holdings (UK) Limited

Date of Signature 24/09/08



Notes

- 1 If you agree to the proposed Written Resolution please sign and date this document overleaf on the dotted line where indicated and return it to the Company by hand or by post to the Company's registered office at Thames Court, One Queenhithe, London, EC4V 3RL by no later than 5pm on the date falling 28 days after the Circulation Date stated overleaf
- 2 If you do not agree to the Written Resolution you do not need to do anything You will not be deemed to agree if you fail to reply
- 3 The Written Resolution will lapse if the agreement of the required majority of eligible members is not received by the Company by 5pm on the date falling 28 days after the Circulation Date stated overleaf If the Company does not receive this signed document from you by this date and time it will not be counted in determining whether the Written Resolution passed
- 4 The Written Resolution is passed on the date and time that the Company receives the agreement of the required majority of eligible members The required majority for an Ordinary Resolution is eligible members representing a simple majority of the total voting rights of eligible members
- 5 You may not revoke your agreement to the Written Resolution once you have signed and returned this document to the Company
- 6 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document