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Special Resolutions
In Specie*

Company Number 4888362

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

ST KILDA INVESTMENTS LIMITED (the "Company")

PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006

SPECIAL RESOLUTIONS

That the Company be wound up voluntarily, and that Richard Howard Toone and Lee Michael De'ath of Chantrey Vellacott DFK LLP, Russell Square House, 10-12 Russell Square, London, WC1B 5LF be and are hereby appointed as Joint Liquidators for the purposes of such winding up to act jointly and severally

That the Joint Liquidators be authorised to distribute amongst the members in specie or kind the whole or any part of the assets of the Company and may for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members

ORDINARY RESOLUTION

That the Joint Liquidators' remuneration be fixed by reference to the time properly given by the Joint Liquidators and their staff in attending to matters arising in the insolvency, including advising the directors on the procedure for the members' voluntary liquidation and assisting with the preparation of the declaration of solvency and other related formal documentation, at the basic hourly charge out rate of the Joint Liquidator or member of staff concerned and that the Joint Liquidators also be authorised to pay Category 2 disbursements as defined in the Statement of Insolvency Practice 9 at the rates chargeable from time to time to be supported by timesheets and an analysis of time spent in attending to such matters together with all reasonable out-of-pocket expenses and proper disbursements to be vouched where any individual items of expenditure exceed £50, together with VAT at the applicable rate

By order of the board

[Signature]
Director/Secretary
For and on behalf of Cadbury Nominees Limited

Date 10 October 2008




INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE COMPANIES ACT 2006

- 1 Eligible members are the members who would have been entitled to vote on the resolutions on the circulation date of the written resolutions
- 2 The circulation date of the written resolutions is 10 October 2008 (the "Circulation Date")
- 3 The procedure for signifying agreement by an eligible members to written resolutions is as follows
 - (A) A member signifies his agreement to the proposed written resolutions when the Company receives from him (or someone acting on his behalf) an authenticated document –
 - (i) identifying the resolutions to which it relates and
 - (ii) indicating his agreement to the resolutions
 - (B) The document must be sent to the Company in hard copy form or in electronic form
 - (C) A member's agreement to the written resolutions, once signified, may not be revoked
 - (D) The written resolutions are passed when the required majority of eligible members have signified their agreement to them
- 4 The period for agreeing to the written resolutions is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006)

AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION

We being the sole eligible member of the Company

- 1 confirm that we have received a copy of the above written resolutions in accordance with section 291 of the Companies Act 2006 and
- 2 hereby resolve and agree that the above resolutions are passed as written resolutions pursuant to Section 288 of the Companies Act 2006 and that such resolutions shall take effect as ordinary resolutions


 for and on behalf of
 St Kilda Investments Holdings Limited

Dated 10 October 2008