

COMPANIES ACT

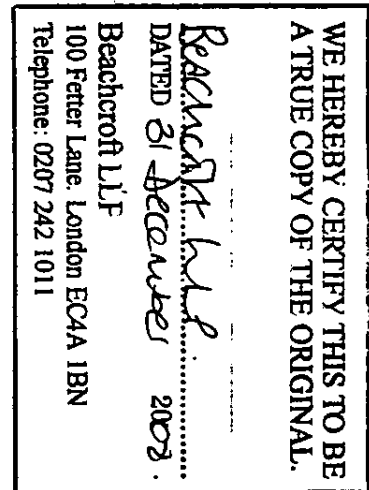
1985 – 2006

WRITTEN RESOLUTION

of

FINNEX HOLDINGS LIMITED
("Company No. 5085925") ("the Company")

Circulation Date 23 December 2008



In accordance with Chapter 2 of Part 13 of the Companies Act 2006 we, being all the eligible members of the Company irrevocably agree that the resolution below is passed as a special resolution.

SPECIAL RESOLUTION

THAT the Articles of Association of the Company be amended as follows:

- the second sentence at Regulation 21 shall be deleted;
- Regulations 24 to 42 shall be deleted and be replaced by:

Directors

- 24 Any adult person may be appointed or elected as a director whatever his age, and no director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.
- 25 The directors may appoint any person who is willing to act to be a director, either to fill a casual vacancy or as an additional director.
- 26 A member or members having the right to attend and vote at any general meeting of the Company and holding at least 75% in nominal value of the shares giving that right may from time to time by notice in writing to the Company remove any director from office or appoint any person to be a director, and any such removal or appointment shall be deemed to be an act of the Company and not only of such member or members. Any such notice may consist of one or more documents each executed by or on behalf of such member or members and shall take effect at and from the time when such notice is received at the registered office of the Company or produced to a meeting of the directors of the Company.
- 27 Regulations 76 to 79 of Table A (inclusive) shall not apply.
- 28 Provided that he has disclosed to the directors any material interest, a director shall be entitled to vote at a meeting of directors or of a committee of the directors in respect of such contract or proposed contract in which he is interested and shall also be counted in reckoning whether a quorum is present at such a meeting. Regulations 94 to 96 (inclusive) of Table A shall not apply.
- 29 Notice of every meeting of the directors shall in so far as reasonably practicable be given orally (or in writing) to every director and alternate director (whether or not within the United Kingdom), but the accidental omission to give notice of a meeting to, or the non-

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receipt of notice of a meeting by, any director shall not invalidate the proceedings at that meeting. Regulation 88 of Table A shall be modified accordingly.

- 30 Where there is one director only, the quorum for any meeting of directors or committee of directors shall be one and that director or his alternate shall exercise all the powers and discretions expressed to be vested in the directors by the regulations of Table A and by these articles. Regulation 69 of Table A shall be modified accordingly.

31


- (a) A resolution in writing executed by or on behalf of all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as effectual as if it had been passed at a meeting of the directors or, as the case may be, a committee of directors duly convened and held and may consist of several documents each executed by or on behalf of one or more directors; but a resolution executed by an alternate director need not also be executed by his appointor and, if it is executed by a director who has appointed an alternate director, it need not also be executed by the alternate director in that capacity.
- (b) Where the Company and any director have so agreed, the confirmation to the Company by such director of his assent to any resolution by means of an electronic communication shall be deemed to constitute a duly executed document for the purposes of article 12.4(a). Any such electronic communication shall be sent to the address notified by the Company for this purpose.
- (c) Regulation 93 of Table A shall not apply.

- 32 Any director may participate in a meeting of directors by means of any communications system whereby all those participating in the meeting can hear and address each other. Such participation shall be deemed to constitute presence in person at such meeting for all purposes including that of establishing a quorum. A meeting held by such means shall be deemed to take place where the largest number of participators is assembled or if no such group can be identified at the location of the chairman.

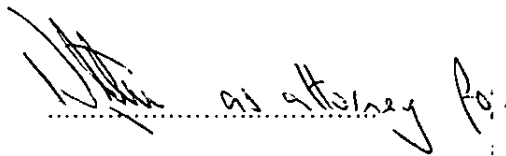
Alternate directors

- 33 Any director (other than an alternate director) may appoint any other person (including another director) to be an alternate director and may remove from office an alternate director so appointed by him. Regulation 65 of Table A shall not apply.
- 34 An alternate director shall have the same entitlement to receive notice of meetings as the entitlement of his appointor and he shall have one vote for each director for whom he acts as alternate (in addition to his own vote if he is also a director) (but he shall count as one person only for the purpose of determining whether a quorum is present). The first sentence of regulation 66 of Table A shall be modified accordingly. The second sentence of regulation 66 of Table A shall not apply.
- 35 An alternate director shall cease to be an alternate director if his appointor ceases to be a director. Regulation 67 of Table A shall not apply.
- 36 Any appointment or removal of an alternate director shall be by notice to the Company from the director making or revoking the appointment or in any other manner approved by the directors. Regulation 68 of Table A shall not apply.

and Regulations 37 to 42 shall remain blank.



Compre Holdings Limited



Cargill Investments

Date: 23 December 2008

NOTES:

1. You may either:

- 1.1 agree to all of the above resolutions; or
- 1.2 decline to agree to any of the above resolutions.

You may not agree to one or some of the resolutions but not the others.

2. If you agree to all the above resolutions please indicate your agreement by signing and dating this document where indicated and returning it to the Company not later than 11.59 p.m. London time on *11 July 2009* using one of the following methods:

- 2.1 **By Hand:** deliver it by hand to the Company Secretary at Finnex Holdings Limited, 110 Fenchurch Street, 7th Floor, London EC3M 5JT.
- 2.2 **By Post:** send it by post to the Company Secretary, Finnex Holdings Limited, 110 Fenchurch Street, 7th Floor, London EC3M 5JT.
- 2.3 If the Company has not received sufficient agreement by that date, the resolutions will lapse.

3. Once you have indicated your agreement to the resolutions, you may not revoke that agreement.

4. If you do not agree to all the above resolutions, you need not do anything. If no response is received from you as indicated above, you will be counted as withholding your agreement to all the above resolutions.

5. If this document is signed or otherwise approved by an attorney or other representative on behalf of a member, please provide a copy of the relevant power of attorney or other authority to sign when indicating your agreement to the above resolutions, otherwise you may not be counted as agreeing to them.