

3

Written Resolution

ETI Group Holdings Limited

(Company No: 05208642)

Written resolution dated 21 December 2006
pursuant to Regulation 53 of Table A
contained in the Companies (Tables A to F) Regulations 1985
(as incorporated and amended in the Company's Articles of Association).

ORDINARY RESOLUTION

1. **THAT** the authorised share capital of the Company be increased by £0.09 by the creation of a further 9 ordinary shares of £0.01 each in the capital of the Company.

SPECIAL RESOLUTIONS

2. **THAT:**
 - (a) the directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 80 Companies Act 1985) up to an aggregate nominal amount of £0.09 but provided that this authority shall expire on the fifth anniversary of the date of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Board may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired;
 - (b) the Board of directors of the Company be and it is hereby empowered pursuant to section 95 Companies Act 1985 to allot equity securities (within the meaning of section 94 Companies Act 1985) pursuant to the authority conferred by sub-paragraph (a) above as if sub-section (1) of section 89 Companies Act 1985 did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £0.09 and shall expire on the fifth anniversary of the date of this resolution save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

Signed by the sole member of the Company

For and on behalf of ETI Group Investments Limited

