

WRITTEN RESOLUTIONS

-of-

ALLIADIS EUROPE LIMITED

(the "Company") Registered No. 05216546

Pursuant to the Articles of Association of the Company the undersigned, being all the members of the Company entitled to receive notice of and to attend and vote at General Meetings, hereby **resolve** as follows:

- (a) pursuant to Section 366A of the Companies Act 1985 (the "Act") the Company hereby elects to dispense with the holding of Annual General Meetings in the year 2006 and subsequent years until this election is revoked;
- (b) pursuant to Section 252 of the Act the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting; and
- (c) pursuant to Section 386 of the Act the Company hereby elects to dispense with the obligation to appoint Auditors annually

and **declare** that the said resolutions shall be as valid and effective for all purposes as if the same had been passed as elective resolutions at a General Meeting of the Company duly convened and held.

DATED: 9 JUNE 2006

ALLIADIS S.A.S.

By: Pierre MARUCCI

P. Marucci