

Company no: 5253096

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTIONS  
of  
MATTERHORN ACQUISITIONS LTD.**

I, Nicholas Russell, being a Secretary of the Company, hereby confirm that the following Special Resolutions have been validly passed on 25 September 2009 by the sole shareholder of the Company in accordance with sections 288 to 300 of the Companies Act 2006 ("the 2006 Act"):

AS SPECIAL RESOLUTIONS IN ACCORDANCE WITH s.283 OF THE 2006 ACT

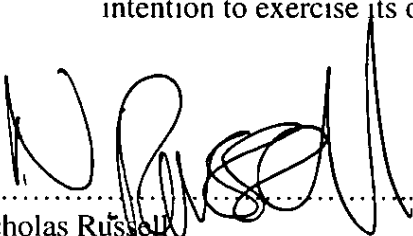
1. THAT the articles of association be altered by the replacement of the existing clause 10 with the following:

**"10 Issue of redeemable shares**

Subject to the provisions of the Act and the Memorandum & Articles of Association, shares may be issued on the terms that they are, or at the option of the company are, liable to be redeemed on such terms and in such manner as the board may, before the issue of those shares, determine."

2. THAT the following additional terms, as approved by the directors of the Company, will apply to the 17,632,143 Redeemable Shares of Euro 1.00 each (the "Redeemable Shares") allotted to GS European Opportunities Fund B.V. between 10 November 2005 and 9 March 2006:

- (i) the Redeemable Shares would only be redeemable at the option of the Company; and
- (ii) the Company would give no less than 1 months' notice in writing of its intention to exercise its option to redeem.

  
.....  
Nicholas Russell  
Company Secretary

Date: 28 September 2009

SATURDAY



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03/10/2009

COMPANIES HOUSE

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