

Company Number: 05275660



THE COMPANIES ACT 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
ICEBOX HOLDINGS LIMITED
("the Company")

In accordance with the Company's articles of association and section 381A of the Companies Act 1985 ("**the Act**") we, BG Holding ehf, being the sole member of the Company for the time being entitled to receive notice of, and to attend and vote at, any general meeting of the Company, and so that such resolutions shall for all purposes be as valid and effective as if the same had been passed as general resolutions in the case of resolutions 1, 2, 3 and 5 and as a special resolution in the case of resolution 4 at a general meeting of the Company duly convened and held, hereby resolve as follows:-

Increase in Authorised Share Capital

1. That the authorised share capital of the Company be hereby increased from £1,000 to £1,125,000 by the creation of 880,228 A1 ordinary shares of £1 each, 18,772 A2 ordinary shares of £1 each, 97,914 B1 ordinary shares of £1 each, 2,086 B2 ordinary shares of £1 each, 122,393 C1 ordinary shares of £1 each and 2,607 C2 ordinary shares of £1 each, such shares to rank in all respects in accordance with the rights and obligations attaching thereto by virtue of the articles of association of the Company from time to time.

Re-designation of Shares

2. That the single issued ordinary share of £1 in the capital of the Company presently registered in the name of BG Holding ehf and the ~~2,999~~ unissued ordinary shares of £1 each in the capital of the Company be, and they are hereby re-designated as, ~~10,000~~ A1 ordinary shares of £1 each, such shares to rank in all respects in accordance with the rights and obligations attaching thereto by virtue of the articles of association of the Company from time to time.

Approval of Share Allotment and Share Subscription Rights

3. That the directors be and they are hereby generally and unconditionally authorised for the purposes of section 80 of the Act to exercise all the powers of the Company to allot relevant securities (as defined in section 80 of the Act) and to offer, allot, grant rights or warrants to subscribe for, grant options over or otherwise deal with or dispose of, unissued shares in the capital of the Company from time to time and to such

persons, on such terms, in such a manner and at such times as they may in their absolute discretion determine, up to an initial aggregate nominal amount of £1,124,999 PROVIDED ALWAYS that this authority shall expire five years from the date of these resolutions, provided 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 directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred pursuant to this resolution has expired.

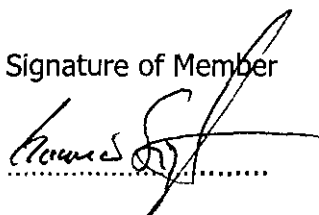
4. That by virtue of section 95(1) of the Act, section 89(1) of the Act shall not apply to the allotment of shares pursuant to the authority conferred by resolution 3 above.
5. That the subscription, by such persons as the directors shall think fit in their absolute discretion, for any number of the 1,124,999 A1 ordinary, A2 ordinary, B1 ordinary, B2 ordinary, C1 ordinary and C2 ordinary shares (each of £1) in the capital of the Company (as the case may be) and any consequential issue and allotment of such shares pursuant to the authority conferred by resolution 3 above, be and is hereby approved.

Name of Member

Signature of Member

Date of Signature

BG Holding ehf



..... 4 March 2005

for and on behalf of
BG Holding ehf