

Company number: 5837446

THE COMPANIES ACTS 1985 AND 1989

RESOLUTIONS

OF

BIBBY FINANCE 1 LIMITED

PRIVATE COMPANY LIMITED BY SHARES

On the 5th day of June 2006, the following WRITTEN RESOLUTIONS were duly passed by the sole member of the Company entitled to attend and vote at a general meeting of the Company pursuant to Regulation 53 of Table A of the Companies Act 1985 that applies to the articles of association of the Company.

IT IS RESOLVED THAT:

- (a) In accordance with the provisions of Section 252 of the Companies Act 1985 (the "Act") the sole member hereby elects to dispense with the laying of accounts and reports before the Company in a general meeting for the current financial period ending 31 December 2006 and subsequent financial years.
- (b) In accordance with the provisions of the Act the sole member hereby elects to dispense with the holding of the annual general meeting for the current and subsequent years.
- (c) In accordance with the provisions of Section 386 of the Act the sole member hereby elects to dispense with the obligation to appoint auditors annually.

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Director / Secretary

