

**THE COMPANIES ACT 1985 and 1989**  
**A PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**of**  
**2E2 HOLDINGS LIMITED (the "Company")**

Pursuant to Section 381A of the  
Companies Act 1985 (the "Act")  
Passed 22 September 2006

We, the undersigned, being the sole member of the Company who, at the date hereof, would be entitled to attend and vote at general meetings of the Company, HEREBY RESOLVE AS FOLLOWS:

- 1 THAT the 1 issued share of £1 of the Company be subdivided into 100 shares of £0.01 each and the 999 unissued share capital of £1 each of the Company be subdivided into 99,900 shares of £0.01 each.
- 2 THAT, subject to the passing of Resolution 1 above, each of the 1 issued and the 999 unissued shares in the authorised share capital of the Company be redesignated into "B" Shares;
- 3 THAT the capital of the Company be and it is hereby increased from £1,000 to £25,076,000 by the creation of an additional:
  - (a) 1,000,000 "A" Shares of £0.01 each;
  - (b) 3,900,000 "B" Shares of £0.01 each;
  - (c) 1,800,000 "C" Shares of £0.01 each;
  - (d) 800,000 "D" Shares of £0.01 each; and
  - (e) 25,000,000 Preference Shares of £1 each,in each case, having the rights and restrictions as set out in the new articles of association of the Company to be adopted pursuant to Resolution 5.
- 4 THAT the Directors be and hereby are conditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot shares up to the amount of the shares set out in Resolution 2 at any time or times during the period of five years from the date of this resolution.
- 5 THAT the rights of pre-emption contained in Section 89(1) Companies Act 1985 and the Company's Articles of Association, shall not apply to the allotment of the shares set out in Resolution 2.
- 6 THAT the existing Articles of Association be and are hereby deleted in their entirety and that the new Articles of Association initialled by the Chairman for the purposes of identification be and are adopted in place thereof.

Name of Sole Member

Duke Street Capital General Partner Limited

Signature of Sole Member

For and on behalf of Duke  
Street Capital General  
Partner Limited

Dated 22 September 2006

