

Company No. 06309906

The Companies Acts 1985 and 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

Pursuant to Sections 288 - 300 of the Companies Act 2006

MACQUARIE BANK INTERNATIONAL LIMITED
(the "Company")

Passed 24th January 2008

On the 24th January 2008 the following resolutions in writing (such resolutions to have effect as an ordinary resolution) were duly passed by the Sole Member for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings, pursuant to Sections 288 - 300 of the Companies Act 2006, as amended by the Companies Act 1989,

Ordinary Resolutions

- 1 *"That the capital of the Company be increased from £10,000 00 to £400,000,000 00 by the creation of 399,990,000 Ordinary shares of £1 00 each ranking pari passu in all respects with the existing Ordinary shares in the capital of the Company "*
- 2 *"That the directors be and they are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution Provided that the authority hereby given shall expire 5 years after the passing of this resolution unless previously renewed or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority "*

Secretary

Date 28th Jan 2008

TUESDAY



ANJ37XXK

A16

11/03/2008

139

COMPANIES HOUSE

COPY

Company No. 06309906

The Companies Acts 1985 and 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

Pursuant to Sections 288 - 300 of the Companies Act 2006

MACQUARIE BANK INTERNATIONAL LIMITED
(the "Company")

Passed 24th January 2008

On the 24th January 2008 the following resolutions in writing (such resolutions to have effect as an ordinary resolution) were duly passed by the Sole Member for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings, pursuant to Sections 288 - 300 of the Companies Act 2006, as amended by the Companies Act 1989,

Ordinary Resolutions

- 1 *"That the capital of the Company be increased from £10,000 00 to £4,000,000 00 by the creation of 390,000,000 Ordinary shares of £1 00 each ranking pari passu in all respects with the existing Ordinary shares in the capital of the Company "*
- 2 *"That the directors be and they are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution Provided that the authority hereby given shall expire 5 years after the passing of this resolution unless previously renewed or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority "*

Secretary

Julie Dowd

Date 28 January 2008



COMPANIES HOUSE

--- -- "AH3K6WUA"
A47 01/02/2008
COMPANIES HOUSE

104