

**Special Resolution on Change  
of Memorandum of Association Companies Acts**

**Company Number/; 06334820**

**Company Name/; ESR HANDEL LTD**



**At an Extraordinary General Meeting of the members of the above named company, duly convened and held at:**

**Wasserleitungsgasse 20, A 2540 Bad Voslau Vienna, AUSTRIA-EUROPE  
on the 6<sup>th</sup> day of August 2007**

**The following Special Resolution was duly passed**

**That the following paragraph is unanimously added as additional specification to (A) in the Memorandum of Association**

**(A) To trade as a general commercial company and to open a commercial branch in EUROPE**

**The commercial offering or performance of**

- transactions reserved to banks or financial institutions within the meaning of the Austrian Banking Act, or**
- other activities that require a special licence in accordance with laws regulating the capital market (e.g. Investment Funds Act, Pension Schemes Act),**

**in Austria is explicitly excluded as an objective of the Company; nor shall any such transactions or activities be performed by a branch office, subsidiary or free service trades.**

**The Company does not intend, either now or in future, to conduct any of the business transactions as set out in the objects of the company in the Memorandum of Association in subparagraphs E, M, O, T, R, without the appropriate licence or establishment of such organisation as required by law, that is subject to licensing in Austria and that is subject to supervision by the Financial Market Supervisory Authority or the Austrian National Bank in accordance with current legislation**

**Further that the following articles are unanimously deleted without substitution from the Memorandum of Association**

**(H) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks, and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.**

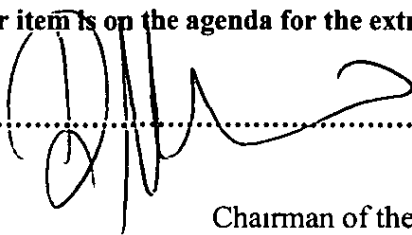
**(I) To invest and deal with monies of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities.**

**(J) To lend money or give credit to such persons, firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies and to charge any properties or property of the Company in support of any guarantee or to secure the debts or obligations, contracts or engagements of any other company or person.**

**The amendment of the Memorandum of Association is to be communicated to the Companies House of Cardiff by the Company Secretary.**

**As no further item is on the agenda for the extraordinary General Meeting the meeting is closed.**

Signature, .....



Chairman of the Company