

**Company Number; 6357992**

**Companies Acts 1985 and 1989**

**Written Resolutions**

**of**

**MACQUARIE GROUP HOLDINGS (UK) No.1 LIMITED**

**Private Company limited by shares**

On the 11<sup>th</sup> day of September 2007 the following written resolutions were made in accordance with Section 381A of the Companies Act 1985, such resolutions to have effect as ELECTIVE RESOLUTIONS

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"We, the undersigned, being the sole shareholder of the Company for the time being entitled to attend and vote at a general meeting of the Company, hereby state that the following resolutions have been duly passed as ELECTIVE RESOLUTIONS

- That the provisions of section 80A of the Companies Act 1985 apply and directors are generally and unconditionally authorised to allot relevant securities for an indefinite period
- That the provisions of section 252 of the Companies Act 1985 apply and the Company dispense with the requirement to lay accounts and reports before the Company in general meeting,
- That the provisions of section 366A of the Companies Act 1985 apply and the Company dispense with the requirement to hold an AGM, and
- That the provisions of section 386 of the Companies Act 1985 apply and the Company dispense with the requirement to appoint auditors annually "



James Greenfield  
Company Secretary

SATURDAY



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22/09/2007

COMPANIES HOUSE

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