

**THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN SPECIAL RESOLUTIONS**

OF

**BG 123 LIMITED
(the "Company")**

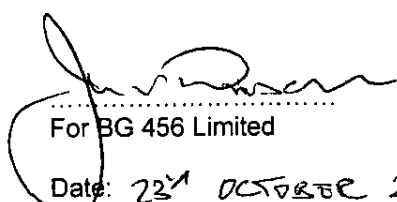
In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company proposed that the following resolutions be passed as special resolutions:

That:

1. the authorised share capital of the Company be increased by the creation of 3,000,000,000 new ordinary 'B' shares of AUS\$1 each, ranking as a new class of shares, but pari passu in all respects with the existing shares in the capital of the Company;
2. (that the directors of the Company should be generally and unconditionally authorised to exercise all powers of their respective companies to allot relevant securities (as defined for the purposes of section 80 of the Companies Act 1985) up to a maximum nominal amount of AUS\$3,000,000,000;
3. that the above authority to allot shares should expire on the day five years after the passing of the resolution;
4. that the Company may, before this authority expires, make an offer or agreement which would or might require relevant securities to be allotted under this authority after it expires;
5. the 2,000 ordinary shares of £1 each in the capital of the Company be reclassified as 'A' Ordinary shares of £1 each; and
6. that the Company should adopt new articles of association reflecting the proposed increase in the authorised share capital.

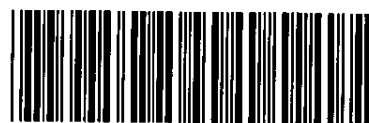
Agreement of eligible member

The undersigned, being the sole eligible member of BG 123 Limited on 23 October 2008, irrevocably agrees to the resolutions set out above:


For BG 456 Limited

Date: 23rd OCTOBER 2008

WEDNESDAY



ASZ3564J

A15

31/12/2008

325

COMPANIES HOUSE