

Company No: 03242331

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTIONS IN WRITING
of
SIMS GROUP UK LIMITED
("the Company")

Passed on 4th December 2009

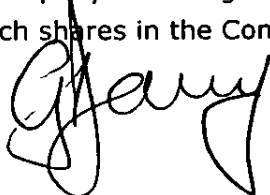
By written resolutions agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of the sole member of the Company who, at the date of circulating the resolutions, was entitled to vote on the resolutions the following resolutions of the Company were duly passed:

ORDINARY RESOLUTIONS

1. The authorised share capital of the Company be increased from £35,397,871 to £250,000,000 by the creation of 214,602,129 Ordinary shares of £1.00 each.
2. The directors be authorised by section 550 Companies Act 2006 to allot Ordinary shares in the Company and to grant rights to subscribe for, or to convert any security into, such shares in the Company.

Signed

Director/~~Secretary~~



Dated: 4th December 2009

