

Company No. 4104803

THE COMPANIES ACTS 1985 AND 1989

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PRIVATE COMPANY LIMITED BY SHARES

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**RESOLUTIONS IN WRITING**

of

**ALCONTROL NETHERLANDS LIMITED**

ALcontrol Financial Limited, being the sole member of the Company who at the date of these resolutions is entitled to attend and vote at a general meeting of the Company, RESOLVES, in accordance with s.381A of the Companies Act 1985, to pass the following as written resolutions:

1. THAT the authorised share capital of the Company be increased from £15,690,002 to £56,857,642 by the creation of 41,167,640 ordinary shares of £1 each.
2. THAT the directors be generally and unconditionally authorised, pursuant to section 80 of the Companies Act 1985, to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £41,167,640 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on the fifth anniversary of the date hereof but the Company may before such expiry make an offer or agreement which would be or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities pursuant to that offer or agreement as if the authority conferred by this resolution had not expired.

SIGNATURE: \_\_\_\_\_

for and on behalf of **ALCONTROL FINANCIAL LIMITED**

DATE: \_\_\_\_\_

10 December 2004

