

Company No 5946900

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WEDNESDAY



A41 \*ACSK119Q\* 09/07/2008 140  
COMPANIES HOUSE

**ORDINARY AND SPECIAL RESOLUTIONS**

of

**TOPAZ FINANCE PLC**

At an extraordinary general meeting of the Company held at 250 Bishopsgate, London, EC2M 4AA on 30 June 2008 the following resolutions were passed in the case of resolution 1 and 2, as ordinary resolutions, and in the case of resolution 3, as a special resolution:

**ORDINARY RESOLUTION**

- 1 THAT the authorised share capital of the Company be increased from £40,000,000 to £200,000,000 by the creation of 160,000,000 shares of £1 each
- 2 THAT the directors be generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 (the "Act") 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 £173,000,000 for a period expiring 5 years after the date of the passing of this resolution but the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities in pursuance of that offer or agreement as if the authority conferred by this resolution had not expired

**SPECIAL RESOLUTION**

- 3 THAT the directors be generally empowered pursuant to section 95 of the Companies Act 1985 (the "Act") to allot equity securities (within the meaning of section 94(2) of the Act) for cash pursuant to the general authority conferred by resolution 2 as if section 89(1) of the Act did not apply to the allotment, provided that the power conferred by this resolution will expire 5 years after the date of the passing of this resolution, but the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement as if the power conferred by this resolution had not expired

CHAIRMAN