

Company Number 00046967

**GONZALEZ, BYASS & CO., LIMITED**

(the "Company")

**MEMBERS WRITTEN RESOLUTIONS**

Circulation Date 16 April 2009 (the "Circulation Date")

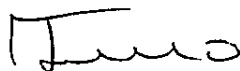
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as ordinary resolutions (the "Resolutions")

**ORDINARY RESOLUTIONS**

- 1 THAT authorisation of any conflict of interest may be given by the directors of the Company in accordance with section 175(5)(a) of the Companies Act 2006
- 2 THAT any actual or potential conflict of interest that may arise by reason of any existing or future director of the Company being or becoming a director or other officer of, or employed by or otherwise interested in, any company which is a subsidiary or a holding company or a subsidiary of a holding company (as those terms are defined in section 736 of the Companies Act 1985) of the Company be and is hereby authorised and ratified
- 3 THAT in accordance with Regulation 92 of the Company's articles of association, each of the directors of the Company be and is hereby authorised to vote at any meeting of the directors called to approve the passing of a resolution or resolutions of any subsidiary of the Company in terms similar (mutatis mutandis) to all or any of the Resolutions

Please read the Notes at the end of this document before signifying your agreement to the Resolutions below

**BY ORDER OF THE BOARD**



Thecla Kamphuijs  
Director

SATURDAY



A44

\*A0UPSHVX\*

27/02/2010

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COMPANIES HOUSE

CERTIFIED TO BE A TRUE  
COPY OF THE ORIGINAL

  
BAKER & MCKENZIE LLP

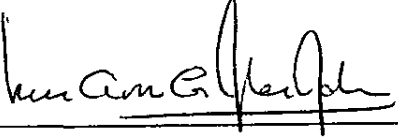
SOLICITORS

100 NEW BRIDGE STREET  
LONDON  
EC4V 6JA

**SIGNATURE PAGE (1/3)**

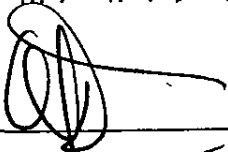
**AGREEMENT**

WE THE UNDERSIGNED, being all of the members of the Company entitled to vote on the Resolution HEREBY IRREVOCABLY AGREE to the Resolutions



Name Manuel María Mauricio González-Gordon López De Carrizosa  
Director  
GB Nolasco (Netherlands) B.V.

Dated 16-04-2009 ..



Name Álvaro González Díez  
Director  
GB Nolasco (Netherlands) B.V.

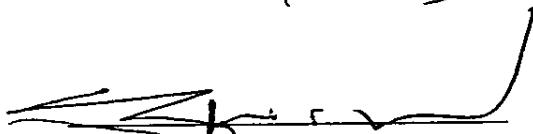
Dated 16-04-2009 . . . .

**SIGNATURE PAGE (2/3)**



Name Thecla Kamphuijs  
Director  
**GB Nolasco (Netherlands) B.V.**

Dated 16.04.2009..



Name George Frederik Nicolai  
Director  
**GB Nolasco (Netherlands) B.V.**

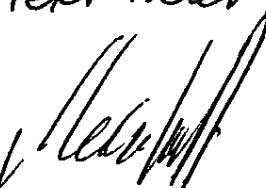
Dated . 16-04-2009

SIGNATURE PAGE (3/3)

Name Peter Haacke  
duly authorised signatory  
for and on behalf of  
Haacke Holdings AG

Dated

29.6.09

Peter Meier  


Name Tetsuro Ohkubo  
duly authorised signatory  
for and on behalf of  
Mercian Corp

Dated

June 26, 2009

NOTES

- 1 To signify your agreement to the Resolution you should sign and date this document where indicated above and return it to the Company by returning the signed copy by post to the Company Secretary at 29 Ludgate Hill, London, EC4M 7JE
- 2 Once you have signified your agreement to the Resolution, you may not revoke your agreement
- 3 Unless, by 28 days following the circulation date, sufficient agreement has been received for the Resolution to pass, it will lapse
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 5 A copy of this document was sent to the Company's auditors, Target Winters Limited, on the circulation date