

**WRITTEN RESOLUTIONS OF THE SOLE MEMBER  
OF**

**MAXELL EUROPE LIMITED**

**Company number 01485997  
(the Company)**

The following resolutions were passed by the sole shareholder of the Company  
on 24 February 2011 as ordinary resolutions

- 1 "For the purposes of section 175 of the 2006 Act (**S.175**), the directors in accordance with S 175(5)(a) shall have the power to authorise any matter proposed to them for consideration at a meeting of the directors, in accordance with the board's normal procedures or in such other manner as the directors may approve which would, if not so authorised, involve a breach of the duty of a director under S 175 to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company "
- 2 "Each director of the Company is authorised to act as a director of any other company within the Company's group (as defined in section 474 of the 2006 Act) and to vote on business to be transacted with any such other company, notwithstanding that his acting in such a capacity might otherwise be considered to give rise to a breach of S 175 or any other duty applicable to directors under the 2006 Act "

Andrew Camm

Andrew Camm, Company Secretary



A69

08/04/2011

172

COMPANIES HOUSE

## NOTES

- 1 If you agree with the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods
  - **By Hand** delivering the signed copy to the Company Secretary, Andrew Camm at Whitebrook Park, Lower Cookham Road, Maidenhead, Berkshire, SL6 8YA
  - **Post** returning the signed copy by post to the Company, Secretary Andrew Camm at Whitebrook Park, Lower Cookham Road, Maidenhead, Berkshire, SL6 8YA
  - **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to [andrew.camm@maxell.eu](mailto:andrew.camm@maxell.eu) Please enter "Written resolutions dated 24 February 2011" in the e-mail subject box
- ) If you do not agree to the resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply
- 2 You may agree to both, but not one of the resolutions Once you have indicated your agreement to the resolutions, you may not revoke your agreement
3. Unless, by 31 March 2011, sufficient agreement has been received for the resolutions to pass, they will lapse If you agree to the resolutions, please ensure that your agreement reaches us before or during this date
- 4 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

)