

CARRIER HOLDINGS LIMITED

Company No: 01832785

("The Company")

Written Resolutions of the Directors

Dated the day ~~26~~ of September 2008

INTRODUCTION

The Directors having considered the provisions of the Companies Act 2006 which no longer contains the statutory requirement for the holding of Annual General Meetings for private companies and upon considering the Company's Articles of Association that does not expressly require the holding of an Annual General Meeting hereby pass the following resolutions

1 ANNUAL GENERAL MEETING

The Directors hereby recommend to the Shareholders that

- (a) the Company dispense with the obligation to hold Annual General Meetings henceforth and
- (b) henceforth the Shareholders approve the annual Accounts by Written Resolutions

2 2007 ANNUAL ACCOUNTS

Upon examination of the Annual Accounts for the period ended 30th November 2007 **IT WAS RESOLVED** that the said accounts be and are hereby approved and adopted and that Habib Hussain be appointed to sign such Report and Accounts

3 APPOINTMENT OF AUDITORS

IT WAS RESOLVED that PricewaterhouseCoopers LLP be re-appointed as auditors of the Company for the financial year ending 30th November 2008

4 RESIGNATION AND APPOINTMENT OF DIRECTORS

IT WAS RESOLVED that the resignation of Patrick Roubi as Director and the appointment of David Appel as a new Director be accepted effective as of the 30th September 2008

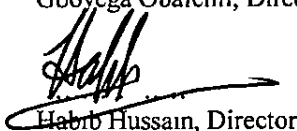
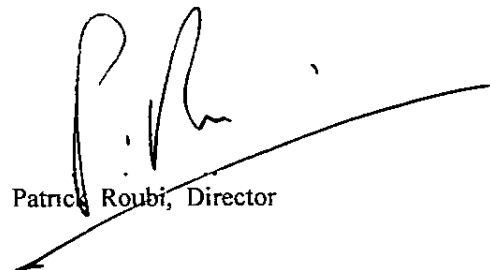
5. FILING

The Company Secretary is hereby authorised register the change of Directors at Companies House as of the 30th of September 2008

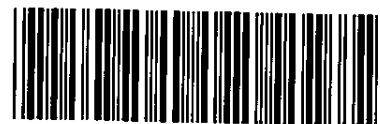
Signed



Gboyega Obafemi, Director


Habib Hussain, Director
Patrick Roubi, Director

WEDNESDAY



RZ3W23SM

RM 08/10/2008
COMPANIES HOUSE

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