

Company No 04544970

**Arche Investments Limited  
(the "Company")**

**Written Resolutions of the Members of the Company**

**Circulation Date: 7 November 2008**

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 a special resolutions (the "**Resolutions**")

**Special Resolutions**

**A. THAT**, the directors of the Company having on 7 November 2008 made a solvency statement in accordance with section 643 of the Companies Act 2006,

- (i) the Company's share capital be reduced by (a) cancelling the paid-up capital to the extent of €0.99 each upon each of the issued Class B Shares and returning it (the "**Return of Capital**") to the holders thereof as appear in the register of members of the Company as at 11.59 p.m. on the day the reduction of capital shall take effect and (b) reducing the nominal amount of each of the Class B Shares, whether issued or unissued, to €0.01, and upon such reduction taking effect, the memorandum and articles of association of the Company be amended accordingly, and
- (ii) the share premium account of the Company be cancelled and the total amount outstanding thereon be returned to the holders of Class B Shares as appear in the register of members of the Company as at 11.59 p.m. on the day the reduction of capital shall take effect pro rata (the "**Cancellation of Share Premium**"),

provided that

- (a) if the Company has entered into the Loan on or prior to the day the reduction of capital shall take effect, the Company shall be entitled to elect to satisfy its obligation to return capital to Banque PSA Finance, where it is registered as a holder of Class B Shares at the relevant time, pursuant to the Return of Capital and the Cancellation of Share Premium in whole or in part by (i) settling off such obligation against Banque PSA Finance's obligation to repay principal under the Loan or (ii) granting Banque PSA Finance a release or waiver of Banque PSA Finance's obligation to repay principal under the Loan or (iii) making a payment in cash; and

- (b) for the purpose of this Resolution A

"Loan" means the Interim Loan Agreement (as defined in the Unwind Agreement) which may be entered into by the Company and Banque PSA Finance pursuant to the terms of the Unwind Agreement, and

"Unwind Agreement" means the Unwind Agreement dated 7 November 2008 between *inter alios* the Company and Banque PSA Finance;

**B. THAT** article 8(c) of the articles of association of the Company shall not apply in connection with the Return of Capital or the Cancellation of Share Premium,



- C. THAT a dividend at the rate of €1 2169 per Class B Share be paid on 10 November 2008 to the holders of Class B Shares registered at the close of business on 7 November 2008, and
- D. THAT, subject to the dividend referred to in Resolution C above having been paid in full, a dividend at the rate of €0 0255 per Class A Share be paid on 10 November 2008 to the holders of Class A Shares registered at the close of business on 7 November 2008.

#### Agreement

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

The undersigned, being persons entitled to vote on the Resolutions on 7 November 2008, hereby irrevocably agree to the Resolutions

Signed on behalf of Banque PSA Finance

Date 7 November 2008

CLAUDE  
DAVID

ISABEL  
PAREY-SEMPER

Signed on behalf of DBUKH Finance Limited

Date 7 November 2008

#### NOTES

- 1 If you agree to the Resolutions please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand or by post
- 2 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
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 4 Unless, by midnight on 5 December 2008, 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 this time

The above Special Resolutions were passed as written resolutions pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on 7 November 2008, the signatories being duly authorised to sign the written resolutions on behalf of the members of the Company who were entitled to vote on the resolution on the date on which the resolution was first circulated

  
Director