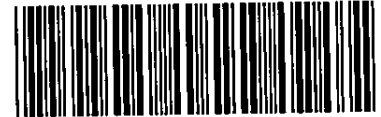


PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

SGL (HOLDINGS) LIMITED
(Company number. 05172520)
(the "Company")



A03

02/05/2008
COMPANIES HOUSE

142

Circulation Date: 30 April 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 and 2 below are passed as ordinary resolutions (together the "Ordinary Resolutions") and resolution 3 below is passed as a special resolution (the "Special Resolution")

ORDINARY RESOLUTIONS

Resolution 1

THAT the authorised share capital of the Company be increased from £39,670,520 to £53,267,148 by the creation of 13,596,628 (thirteen million, five hundred and ninety six thousand, six hundred and twenty eight) new ordinary shares of £1 00 each in the capital of the Company

Resolution 2

That the Directors of the Company be and they are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities up to but not exceeding an aggregate nominal amount of £53,267,148 (fifty three million, two hundred and sixty seven thousand, one hundred and forty eight), provided that this authority shall (unless previously revoked or varied by the Company in general meeting) expire on the fifth anniversary of the date of this resolution ("period of authority") save that the Company may before the expiry of the period of authority make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allow relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred had not expired and that all previous general authorities granted to the Directors pursuant to section 80 of the Act (or the statutory provisions of which that is a re-enactment) be hereby revoked

SPECIAL RESOLUTION

Resolution 3

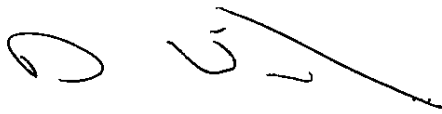
THAT, in substitution for all existing unexercised authorities, the directors are empowered for the purpose of section 95(1) of the Act to allot equity shares (within the meaning of section 94 of the Act) pursuant to the authority conferred by Resolution 2 above, as if section 89(1) of the Act did not apply to that allotment or sale on the following terms

- (a) this power expires (unless previously renewed, varied or revoked) on the earlier of the date of the Company's next annual general meeting, and
- (b) before this power expires, the directors may make an offer or agreement which would or might require equity securities to be allotted or sold after it expires and the directors may allot or sell equity securities in pursuance of such an offer or agreement as if this power had not expired

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolutions and Special Resolution

The undersigned, a person entitled to vote on the above resolutions, hereby irrevocably agrees to the Ordinary Resolutions and Special Resolution



for and on behalf of **SGL (Finance) Limited**

Date 30 April 2008

NOTES

- 1 You can choose to agree to the all of the Ordinary Resolutions or Special Resolution or none of them but you cannot agree to only some of the resolutions. If you agree to all of 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
 - (a) **By Hand** delivering the signed copy to Amy Fairfoull, Hammonds, Trinity Court, 16 John Dalton Street, Manchester, M60 8HS (the Company's solicitors)
 - (b) **Post** returning the signed copy by post to Amy Fairfoull, Hammonds, Trinity Court, 16 John Dalton Street, Manchester, M60 8HS (the Company's solicitors)
- If you do not agree to all of the resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply
- 2 Once you have indicated your agreement to the resolutions, you may not revoke your agreement
- 3 Unless, by 31 May 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 or during this date
- 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

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- 5 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