

Company Number 05227231

**THE COMPANIES ACT 2006
AND THE INSOLVENCY ACT 1986
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS**

OF

EUROPEAN MANAGEMENT MATERIALS (UK) LIMITED (THE "COMPANY")

The Directors of the Company propose the following resolutions (the "Resolutions") to be passed as written resolutions under the Companies Act 2006. The Resolutions are proposed as Ordinary and Special Resolutions where indicated.

ORDINARY RESOLUTIONS

- 1 That for the purpose of the winding up of the Company, Michael Cohn John Sanders and Georgina Marie Eason of MacIntyre Hudson LLP, 30-34 New Bridge Street, London EC4V 6BJ be and are hereby appointed Joint Liquidators of the Company
- 2 The Joint Liquidators' remuneration (excluding VAT) shall be drawn on a time costs basis according to the time properly spent by the Joint Liquidators and their staff in their duties in relation to the Liquidation. This remuneration shall not exceed £5,000 plus VAT and disbursements without further approval of the Member
- 3 That the Joint Liquidators be entitled to draw their category 1 and 2 disbursements in accordance with the rates detailed in MacIntyre Hudson LLP's charge out rates
- 4 That the Joint Liquidators be authorised under the provisions of Section 165(2) (9a) of the insolvency Act 1986 ("The Act") to exercise the powers specified in Part 1 of Schedule 4 of The Act, namely to pay all creditors in full and to make compromises with creditors and debtors
- 5 That notwithstanding the appointment of liquidator of the Company, the Company's Directors be authorised to continue to exercise their powers as directors for the purposes of (carrying on the Company's business so far as may be required for its beneficial winding up)

SPECIAL RESOLUTIONS

- 6 That the Company be wound up voluntarily and that the winding up proceed as a Members' Voluntary Liquidation
- 7 That the Joint Liquidators be at liberty to distribute any of the Company's assets in specie
- 8 That the unsecured creditors of the Company are paid in full

By order of the Board


A D K Wood for and on behalf of Norse Secretaries Limited, Company Secretary

Registered office The Henderson Business Centre, 51 IVY Road Norwich, Norfolk, England, NR5 8BF


*Liquidator's
Special
Resolution
"in Specie"*



Circulation date 13th November 2010 The Resolutions will lapse if not passed before the end of the period of 28 days' beginning with the circulation date

AGREEMENT

We, the undersigned, being all the members of the Company who are entitled to vote on the Resolutions on the circulation date, hereby signify our agreement to the Resolutions


E.M.M Holding BV

Name of Authorised E M M Holding BV **PAUL SIERO**

Date of signature **16-12-2010**

NOTE

You may signify your agreement to the Resolutions by signing a hard copy of this document and delivering it by hand or sending it by fax or email to the Secretary, any Director or the Company's proposed liquidators MacIntyre Hudson LLP or the Registered Office

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