

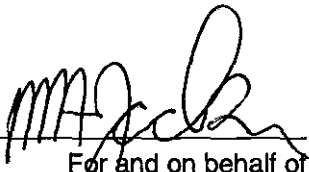
No. 5702866

The Companies Act 1985
Private Company Limited by Shares
Resolutions in Writing of GS European Investment Group II Ltd

The following resolutions in writing were passed pursuant to Section 381A of the Companies Act 1985 on 10 February 2006

Elective Resolutions

- 1 **THAT**, in accordance with Sections 366A and 379A of the Companies Act 1985 (as amended), the Company hereby elects to dispense with the holding of annual general meetings.
- 2 **THAT**, in accordance with Sections 379A and 252 of the Companies Act 1985 (as amended) ("the Act"), the Company hereby elects in respect of the financial period ending 30 November 2006 and subsequent financial years to dispense with the obligation in Section 241 of the Act to lay accounts and reports before the Company in general meeting.
- 3 **THAT**, in accordance with Sections 379A and 386 of the Companies Act 1985 (as amended) ("the Act"), the Company hereby elects in respect of the financial period ending 30 November 2006 and subsequent financial years to dispense with the obligation under Section 384 of the Act to appoint auditors annually.


For and on behalf of
Hackwood Secretaries Limited

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