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WRITTEN RESOLUTIONS OF THE SOLE SHAREHOLDER OF

GS EUROPEAN INVESTMENT GROUP II LTD. ("the Company")

The undersigned, being the sole member for the time being of the Company entitled to receive notice and attend and vote at a general meeting of the Company, hereby pass the following resolutions and agree that pursuant to Section 381A of the Companies Act 1985, such resolution shall for all purposes be as valid and effective as if they had been passed at a general meeting of the Company duly convened and held.

RESOLVED, that the authorised share capital of the Company be increased from £100 ordinary shares and €500,000,000 redeemable shares to £100 ordinary shares, €500,000,000 redeemable shares, £500,000,000 redeemable shares and US\$500,000,000 redeemable shares by the creation of:

- 1 500,000,000 redeemable shares of £1.00 each in accordance with the terms of the Articles of Association of the Company at a redemption price of £1.00 per share; and
- 2 500,000,000 redeemable shares of US\$1.00 each in accordance with the terms of the Articles of Association of the Company at a redemption price of US\$1.00 per share,

(the "Redeemable Shares") and with each Redeemable Share ranking in all other respects equally with the existing ordinary shares of £1.00 each in the capital of the Company.

Elective Resolution

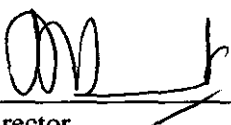
That, the provisions of Section 80A of the Companies Act 1985 shall apply instead of the provisions of Sections 80(4) and (5) of the Act in relation to the giving or renewal, after the passing of this resolution, of an authority under the said Section 80.

Ordinary Resolution

RESOLVED that, the directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 and 80A of the Companies Act 1985 (as amended) to exercise for an indefinite period all the powers of the Company to allot relevant securities up to the aggregate nominal amount of £500,000,100, €500,000,000 and US\$500,000,000; and

Words and expressions defined in or for the purposes of the said Section 80 shall bear the same meanings in this resolution.

GS European Opportunities Fund II GP Ltd.
as general partner of GS European Opportunities Fund II L.P.



Director

Dated: 29 June 2006

