

5702866

**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 to €500,000,000 and £100 by the creation of 500,000,000 redeemable shares of €1.00 each (the "Redeemable Shares") in accordance with the terms of the Articles of Association of the Company at a redemption price of €1.00 per share 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 £100 and €500,000,000; and

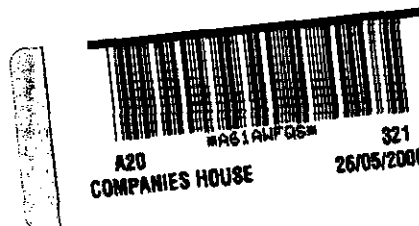
Words and expressions defined in or for the purposes of the said Section 80 shall bear the same meanings in this resolution.

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



Director

Dated: 25 May 2006



5/10/06-67