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THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

of
Tulip UK Holdings (No.3) Limited (the "Company")

WE HEREBY CERTIFY
THIS TO BE A TRUE AND
ACCURATE COPY OF
THE ORIGINAL
HERBERT SMITH LLP
HERBERT SMITH LLP
Exchange House
Primrose Street
London EC2A 2HS

Date 23/10/06

Pursuant to the articles of association of the Company ("Articles of Association") and section 381A of the Companies Act 1985 (the "Act") we, the undersigned, being the sole shareholder entitled to attend and vote at general meetings of the Company **HEREBY CONFIRM** that the following written resolution shall be for all purposes effective as a special resolution as if it had been passed at a general meeting of the Company duly convened and held and accordingly **HEREBY RESOLVE THAT:**

1. The Company's Articles of Association be altered by the insertion of the following new articles:

6B TRANSFERS OF SHARES

- (a) Notwithstanding any contrary provision in these Articles, the Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:-

- (i) is to any bank, institution or other person to which such shares have been charged by way of security, or to any nominee, receiver or other person acting on behalf of such bank, institution or other person (including a person acting as agent or security trustee for such person) (a "**Secured Institution**"); or
- (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
- (iii) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the Directors shall forthwith register any such transfer of shares or shares upon receipt.

Heran
Tulip UK Holdings (No. 2) Limited

23/10/ 2006

