

**TULIP UK HOLDINGS (NO.3) LIMITED**  
**(Company No.: 5934885)**  
**(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 *30 November 2007*

**SPECIAL RESOLUTIONS OF THE COMPANY**  
**PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006**

The undersigned, being the sole member of the Company

- (A) who would be regarded for the purpose of section 289 of the Companies Act 2006 as entitled to vote on the resolutions on the circulation date, and
- (B) having been supplied with copies of a set of draft resolutions to be passed by the Company at a board meeting being held on the date of these resolutions (the "**Board Resolutions**"),

hereby agrees, pursuant to section 288 of the Companies Act 2006 that the following written resolutions proposed by the directors of the Company be passed by the Company as special resolutions

**IT IS REPORTED THAT:**

- (A) a senior facilities agreement dated 30 April 2007 (as amended on 27 June 2007 and on 28 September 2007) (the "**SFA**") had been entered into between, among others, the Company, Tata Steel Netherlands B V , Tata Steel UK Limited, Tulip Netherlands (No 1) B V and Tulip Netherlands (No 2) B V as obligors, Citigroup Global Markets Asia Limited, ABN AMRO Bank N V and Standard Chartered Bank as arrangers, the financial institutions named therein as original lenders, ABN AMRO Bank N V as agent and issuing bank and Citibank, N A , London Branch as security trustee,
- (B) an intercreditor agreement dated 3 May 2007 (the "**IA**") had been entered into between, among others, the Company, Tata Steel Netherlands B V , Tata Steel UK Limited, Tulip Netherlands (No 1) B V and Tulip Netherlands (No 2) B V as original obligors, the financial institutions named therein as the original senior lenders, ABN Amro Bank N V as the senior agent and the senior issuing bank and Citibank N A , London Branch as the security trustee, and
- (C) the Company was now proposing to enter into an amendment and restatement agreement relating to the SFA and IA (the "**Third Amendment and Restatement Agreement**")

**RESOLUTIONS**

- 1 THAT, the terms and arrangements contemplated by and the negotiation, settlement, execution, delivery and performance by the Company of, the Documents (as defined in and as may be amended pursuant to the Board Resolutions) and the transactions contemplated under the Board Resolutions and the authorisations of the Directors of the Company provided under the Board Resolutions, be approved



- 2 THAT, the proposed transactions as set out in the Board Resolutions and the execution, delivery and performance of the Documents (as they may be amended pursuant to the Board Resolutions) are in the best interests of, and shall promote the success of, the Company for the benefit of its sole member and the following of its UK subsidiaries Tata Steel UK Limited, Corus Group Limited, Corus CNBV Investments, Corus Property, Corus UK Limited, Corus International Limited, and Corus International (Overseas Holdings) Limited
- 3 THAT, without prejudice to the generality above, the terms of the Third Amendment and Restatement Agreement, and the transactions contemplated thereby, be and are hereby approved on the basis that it is in the best interests of, and shall promote the success of, the Company for the benefit of its sole member and the following of its UK subsidiaries Tata Steel UK Limited, Corus Group Limited, Corus UK Limited, Corus International Limited, and Corus International (Overseas Holdings) Limited to undertake the obligations it is undertaking in accordance with the terms thereof

#### NOTES TO THE SOLE MEMBER

The sole member of the Company who is entitled to vote on the resolutions on the circulation date (that is the first date on which copies of the resolutions are first sent to the sole member) should sign and date below to signify its agreement to the resolutions

These written resolutions must be passed by the requisite majority by the end of the period of 28 days beginning with the circulation date otherwise they will lapse

**Agreed**

Signed



for and on behalf of **Tulip UK Holdings (No. 2) Limited**

Date *28 November* 2007

WE HEREBY CERTIFY  
THIS TO BE A TRUE AND  
ACCURATE COPY OF  
THE ORIGINAL

.....  
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