

**TULIP UK HOLDINGS (NO. 3) LIMITED**

**(Company No.: 5934885)**

**(the "Company")**

**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 and restated) (the "**SFA**") had been entered into between, among others, the Company, Tata Steel Netherlands B.V., Tulip UK Holdings (No. 3) 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; and
- (B) the Company was now proposing to enter into an amendment and restatement agreement relating to the SFA (the "**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), 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, entry into the Amendment and Restatement Agreement, is in the best interests of, and shall promote the success of, the Company for the benefit of its sole member and each of Corus Group Limited, Corus UK Limited, Corus International Limited, and Corus International (Overseas Holdings) Limited, being subsidiaries of the Company, and it is to the further benefit and advantage of the Company to give the guarantee confirmation as set out in Clause 8 (*Guarantee confirmation*) of the Amendment and Restatement Agreement.



### 3. 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 ..... 

By: Syed Anwar Hasan

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

Date: 5 June 2009