

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

FOREST REFICO LIMITED

("Company")

In accordance with section 381A of the Companies Act 1985 ("Act"), we **resolve** as follows:

**RESOLUTIONS**

1. **That** the provisions of the memorandum of association be altered by deleting existing clause 3 and replacing it with a new clause 3 in the form attached and initialled by a director for identification purposes.
2. **That** the authorised share capital of the Company be increased from £1,000 to £30,000,000 by the creation of 29,999,000 new ordinary shares of £1 each in the capital of the Company having the rights set out in the articles of association to be adopted by the Company pursuant to resolution 4 below.
3. **That** the directors be generally and unconditionally authorised for the purposes of section 80 of the Act to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) up to an aggregate nominal amount of the unissued share capital at the date this resolution is passed. This authority shall expire after a period of five years after the date this resolution is passed save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired. This authority shall be in substitution for and shall replace any existing authority pursuant to the said section 80 of the Act to the extent not utilised at the date this resolution is passed.

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4. **That** the draft regulations attached and initialled by a director for identification purposes be adopted as the articles of association of the Company to the exclusion of and in substitution for the existing articles of association of the Company.

*Attachments: New articles of association, new memorandum of association*

Executed on behalf of **FOREST MIDCO LIMITED:** Dated: 14 December 2006



We, being the auditors to the Company, acknowledge that a copy of the above resolutions and attachments was sent to us on 21 December 2006.

Signed: ..... Dated: .....