

No. 03045280

The Companies Act 1985
An Unlimited Company Having a Share Capital
Written Resolutions of Credit Suisse Investment Holdings (UK)

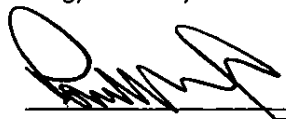
The following resolutions were passed as written resolutions of the Company on 5 December 2007 in accordance with the Articles of Association of the Company

Written Resolutions

IT IS HEREBY RESOLVED:-

- 1 **THAT** the authorised share capital of the Company be increased from US\$2,000,000,000 and £60,000,000 to US\$3,300,000,000 and £60,000,000 by the creation of a further 1,300,000,000 Ordinary Shares of US\$1 to rank pari passu in all respects with the existing ordinary shares of US\$1 each in the capital of the Company
- 2 **THAT:-**
 - 2.1 the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies all Act 1985 to exercise for the period of five years from the date of the passing of this resolution the powers of the Company to allot relevant securities up to the aggregate nominal amount of US\$1,300,000,000 and £60,000,000,
 - 2.2 by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period, and
 - 2.3 words and expressions defined in or for the purposes of the said Section 80 shall have the same meanings in this resolution
- 3 **THAT** the Articles of Association of the Company be and are hereby altered as follows.-
 - 3.1 by deleting the existing Article 2 and substituting therefor the following new Article 2:-

"2 The share capital of the Company as at the date of alteration of these Articles is US\$3,300,000,000 and £60,000,000 divided into 2,300,000,000 ordinary shares of US\$1 each ("Ordinary shares"), 1,000,000,000 preference shares of US\$1 each ("Preference Shares") and 60,000,000 preference shares of £1 each ("Preference (Sterling) Shares") "



Raul Hare
Company Secretary

Credit Suisse
One Cabot Square
London E14 4QJ

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THE COMPANIES ACT 1985
AN UNLIMITED COMPANY HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
(Adopted by a Special Resolution passed on 5 December 2007)

OF

CREDIT SUISSE INVESTMENT HOLDINGS (UK)

Preliminary

- 1 (a) The regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 (as amended so as to affect companies first registered on the date of incorporation of the Company) shall, except as hereinafter provided and so far as not inconsistent with the provisions of these Articles, apply to the Company to the exclusion of all other regulations or Articles of Association. References herein to regulations are to regulations in the said Table A unless otherwise stated.
- (b) Regulations 3, 32, 34, 35 and the last sentence in Regulation 84, shall not apply to the Company but the regulations hereinafter contained together with the remaining Regulations of Table A shall, subject to the modifications hereinafter expressed, constitute the regulations of the Company. In addition, the words "at least seven clear days' notice" shall be substituted for the words "at least fourteen clear days' notice" in Regulation 38

Share Capital

- 2 The share capital of the Company as at the date of alteration of these Articles is US\$3,300,000,000 and £60,000,000¹ divided into 2,300,000,000 ordinary shares of US\$1 each ("Ordinary shares"), 1,000,000,000 preference shares of US\$1 each ("Preference Shares") and 60,000,000 preference shares of £1 each ("Preference (Sterling) Shares").
- 3 (a) Subject to Section 80 of the Companies Act 1985, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper and Section 89(1) of the Companies Act 1985 shall not apply.
- (b) (i) Pursuant to an in accordance with Section 80 of the Companies Act 1985 the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of the adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount referred to in Article 2
- (ii) By such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period
- (iii) Words and expressions defined in or for the purposes of the said Section 80 shall bear the same meanings in this Article.
- (iv) No share may be allotted for cash in a currency other than that in which it is denominated and no share may be allotted for a consideration other than cash unless the value ascribed thereto is denominated in the same currency as that share

¹ By Written Resolution passed on 5 December 2007 the share capital of the Company was increased to US\$3,300,000,000 and £60,000,000 by the creation of 1,300,000,000 ordinary shares of US\$1 each

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Transfer of Shares

- 4
- (a) Except for a transfer by operation of law pursuant to Article 4(d), no member may transfer any share or any interest therein except to the Company. The Directors shall not recognise and shall decline to register any instrument purporting to transfer any share or any interest therein in violation of the foregoing restriction and any such purported transfer shall be null and void. Regulations 23, 27 and 28 shall be construed accordingly and Regulations 24 to 26 and 29 to 31 shall not apply.
 - (b) For purposes of this Article 4, the term "transfer" means, with respect to any share of the Company or any interest therein, the transfer, sale, assignment or mortgage of the share or any interest therein, the creating or permission to subsist of any pledge, lien, charge or other encumbrance with respect to the share or any interest therein, the grant of any option, interest or other rights with respect to the share or any interest therein, or any other disposition of the share or any interest or rights in the share or any part thereof.
 - (c) No transfer or purported transfer by a member of any share or any interest therein in violation of the restrictions of Article 4(a) whether or not the transferee or purported transferee is entered on the Register of Members shall be effective to confer upon the purported transferee rights (i) to receive dividends, (ii) to receive a share of the net assets of the Company upon its winding up, (iii) otherwise to participate in distributions of the property or assets of the Company (iv) to receive notice of meetings of the Company, (v) to attend meetings of the Company or (vi) to vote on any matter.
 - (d) Any person who becomes entitled to a share in the Company by operation of law shall have his rights restricted in the same manner as if he had had a share transferred to him in violation of Article 4(a) and shall, therefore, be subject to the restrictions set out in Article 4(c). Any person who becomes entitled to a share in the Company by operation of law shall have the right to transfer the relevant share to the Company or, if so required by the Company by notice given within fourteen days of the Company becoming aware of the fact that this provision applies in relation to the relevant share, to any existing member of the Company whom the Company may nominate for that purpose. Any existing member so nominated by the Company shall be obliged to acquire the relevant shares in accordance with this Article 4(d) and Article 4(e).
 - (e) The price per share at which shares are required to be transferred in accordance with paragraph 4(d) shall be the amount which would have been payable in respect of the relevant shares to the shareholder previously holding those shares if the Company had been wound up on the first day of the financial year in which the transfer by operation of law occurs. A certificate of the auditor of the Company as to the price payable pursuant to this provision shall be final and binding.
 - (f) If there is in issue more than one class of shares, the provisions of Articles 4(d) and 4(e) shall apply with respect to each class of shares and such paragraphs shall be construed accordingly.
 - (g) The Directors shall cause the share certificates of the Company to bear a legend making reference to the restrictions contained in this Article.

Alteration of Share Capital

5. The Company may by special resolution
- (a) increase its share capital by such sum to be divided into shares of such amount as the resolution may prescribe,
 - (b) consolidate and divide all or any of its share capital into shares of a large amount than its existing shares;

- (c) subdivide its shares, or any of them, into shares of a smaller amount than its existing shares,
- (d) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person, and
- (e) reduce its share capital and any share premium account in any way

Proceedings at General Meetings

- 6 In the case of a corporation a resolution in writing may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative. Regulation 53 shall be extended accordingly.
- 7 An instrument appointing a proxy (and, where it is signed on behalf of the appointer by an attorney, the letter or power of attorney or a duly certified copy thereof) must either be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of a note to the notice convening the meeting (or, if no place is so specified, at the registered office) before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used or be delivered to the Secretary (or the chairman of the meeting) on the day and at the place of, but in any event before the time appointed for holding, the meeting or adjourned meeting or poll. An instrument of proxy shall not be treated as valid until such delivery shall have been effected. Regulation 62 shall not apply.

Number of Directors

- 8 Subject as hereinafter provided the Directors shall not be less than one in number. Regulation 64 shall be modified accordingly.

Delegation of Directors' Powers

- 9. (a) Each Director may exercise all the powers of the company and Regulation 70 shall be extended accordingly.
- (b) In addition to the powers to delegate contained in Regulation 72, the Directors may delegate any of their powers to any committee consisting of one or more co-opted persons. The Directors may authorise the co-option to a committee of persons other than Directors and for such co-opted members to have voting rights as members of the committee. Each director may delegate any or all of this powers to another person. Any committee, person or Director to whom powers have been delegated may sub-delegate any of those powers to any Director, or to any other person. Regulation 72 shall be modified accordingly.

Retirement by Rotation of Directors

- 10 The Directors shall not be subject to retirement by rotation and references thereto in Regulations 73 to 80 shall be disregarded.

Disqualification and Removal of Directors

- 11. The office of a Director shall be vacated in any of the events specified in Regulation 81 and also if he shall in writing offer to resign and the Directors shall resolve to accept such offer or if he shall have served upon him a notice in writing signed by all his co-Directors (being at least two in number) removing him from office as Director, but so that in the case of a Managing Director such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company.

Remuneration of Directors

- 12 Any Director who serves on any committee, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, commission or otherwise as the Directors may determine. Regulation 82 shall be extended accordingly.

Insurance

- 13 Without prejudice to the provisions of Regulation 87, the Directors shall have the power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time Directors, officers, employees or auditors of the Company, or of any other company which is the holding company or in which the Company or such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which employees of the Company or of any other such company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise of purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any other such company, subsidiary undertaking or pension fund; for the purposes of this Article "holding company" and "subsidiary undertaking" shall have the same meanings as in the Companies Act 1989.

Proceedings of Directors

- 14 (a) On any matter in which a Director is in any way interested he may nevertheless vote and be taken into account for the purposes of a quorum and (save as otherwise agreed) may retain for his own absolute use and benefit all profits and advantages directly or indirectly accruing to him thereunder or in consequence thereof. Regulations 94 to 98 shall not apply.
- (b) Meetings of Directors may be conducted by conference telephone conversation or by some Directors meeting together and others being able to hear and be heard by means of telephone loudspeaker or other telecommunication system and Directors who participate in meetings so conducted shall be deemed to have been present thereat and to have formed part of the quorum thereof. The certificate of the Secretary shall be conclusive evidence that a meeting was conducted in accordance with this paragraph.

Indemnity

- 15 Subject to the provisions of and so far as may be permitted by law, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court. Regulation 118 shall not apply.

Automatic Winding Up

- 16 (a) Upon the occurrence of any of the following events the Company is to be dissolved and the provisions of Articles 16(b) to 16(f) shall apply:

- (i) any member makes a general assignment, arrangement or composition for the benefit of its creditors,
 - (ii) any member has a resolution passed for its winding-up, official management or liquidation or files a voluntary petition in bankruptcy,
 - (iii) any member is adjudged bankrupt or insolvent;
 - (iv) any member files a petition or answer seeking for itself any reorganisation, arrangement, composition, readjustment, liquidation, dissolution or similar relief under any statute, law or regulation,
 - (v) any member files an answer or other pleading admitting or failing to contest the material allegations of a petition filed against it in any proceeding of this nature;
 - (vi) any member seeks, consents to or acquiesces in the appointment of a trustee in bankruptcy, receiver or liquidator of such member or of all or any substantial part of its property,
 - (vii) any proceeding its commenced against any member seeking its reorganisation, arrangement, composition, readjustment, liquidation, dissolution or similar relief under any statute, law or regulation and after a period of 120 days such proceeding has not been dismissed
 - (viii) a trustee in bankruptcy, receiver or liquidator of a member is appointed without the consent of the member where such appointment has not been vacated or stayed within 90 days after the appointment or, within 90 after the expiration of any such stay, the appointment is not vacated,
 - (ix) the dissolution or winding up of any member which is a separate partnership or limited liability company commences;
 - (x) a certificate of dissolution (or any document having equivalent effect in any jurisdiction) of any member which is a body corporate is filed, or the charter of any such member is revoked and no reinstated within 90 days following the receipt of notice of the revocation by the member, or
 - (xi) an event analogous to any of the events set out above occurs in relation to any member in any jurisdiction
- (b) Upon the receipt by the Directors of notice of the occurrence of any of the events referred to in Article 16(a), the Directors shall cause an extraordinary general meeting to take place within thirty days for the purpose of considering and voting on the following resolutions (together the "Liquidation Resolutions")
- (i) an ordinary resolution that the Company be wound up,
 - (ii) an ordinary resolution that such person(s) as may be nominated by the Directors be appointed liquidator(s) for such purpose, and
 - (iii) a special resolution to authorise the liquidator(s) to make distributions in specie in accordance with Regulation 117 of Table A in The Companies (Tables A to F) Regulations 1985
- (c) Prior to the extraordinary general meeting convened pursuant to Article 16(b), the Board shall
- (i) request the auditors of the Company to report on whether the Company is able to pay its debts and interest at the official rate, as set out in Section 89 of the Insolvency Act 1986 (or any statutory modification or re-enactment thereof) and if the auditors' report confirms that the Company is able to do so,

the Directors shall, within the period given in that Section make a declaration in accordance with Section, and

- (ii) use its best efforts to find one or more persons to act as liquidator(s) for the purpose of winding up the Company's affairs and distributing its assets.
- (d) Each member of the Company shall deposit at the registered office of the Company at least forty-eight hours before the time for the holding of any extraordinary general meeting convened pursuant to Article 16(b) an instrument appointing the Secretary or if the Directors so request in relation to any member, the Assistant Secretary of the Company as the proxy of such member to vote in favour of the Liquidation Resolutions. If a member has not deposited such an instrument of proxy at the registered office of the Company by such time, any Director may execute and deposit an instrument of proxy on behalf of such member appointing the Secretary or Assistant Secretary of the Company to vote in favour of the Liquidation Resolutions (which instrument of proxy shall be valid notwithstanding Regulation 62) and the Directors shall ensure that such an instrument of proxy is so executed and deposited. The failure by any member to deposit such an instrument of proxy at the registered office of the Company by such time shall constitute the authorisation by that member of each Director to execute and deposit at the registered office of the Company an instrument of proxy in such form on behalf of that member. If an instrument of proxy in such form is so executed and deposited by any Director, it shall be irrevocable and shall supersede all previous instruments of proxy executed and deposited at the registered office of the Company by or on behalf of any member.
- (e) At any extraordinary general meeting convened pursuant to Article 16(b), those holders of shares entitled to vote and who vote in favour of the Liquidation Resolutions shall collectively have such total number of votes on a poll as is one more than the number of votes which are required to be cast on such a poll for the Liquidation Resolutions to be carried. Upon such resolutions being passed the Company shall be wound up accordingly. Any member who has the right to vote at the meeting, or any person who is acting as proxy for such member, may demand a poll in respect of the Liquidation Resolutions and Regulation 46 shall be construed accordingly.
- (f) Notwithstanding the provisions of Regulation 63, a member who has deposited an instrument of proxy pursuant to Article 16(b), or on whose behalf an instrument of proxy has been executed and deposited pursuant to Article 16(b), shall not be entitled to attend the extraordinary general meeting to which it relates and any votes cast on the Liquidation Resolutions by any such member who attends such meeting shall be invalid and shall be disregarded.

Names and Addresses of Subscribers

CS First Boston (Europe) A.G
One Baarerstrasse 8
6304 Zug
Switzerland

N J Hornsey
For and on behalf of
CS First Boston (Europe) A G

CS First Boston Management A G
One Baarerstrasse 8
6304 Zug
Switzerland

N J Hornsey
For and on behalf of
CS First Boston Management A G

Dated the 5th day of April 1995

Witness to the above signature:

D A J Swain
One Cabot Square
London E14 4QS