

Company number: SC295506

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS of

QIMONDA UK LIMITED (Company)

28 AUGUST 2009

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that:

- resolutions 1 and 2 below are passed as special resolutions (together Special Resolutions); and
- resolutions 3, 4 and 5 below are passed as ordinary resolutions (together Ordinary Resolutions).

SPECIAL RESOLUTIONS

1. THAT the Company be wound up voluntarily; and
2. THAT the joint liquidators be and are hereby authorised to divide among the shareholders of the Company *in specie* or in kind the whole or any part of the assets of the Company.

ORDINARY RESOLUTIONS

3. THAT Ian Scott McGregor and Kenneth Wilson Pattullo of Begbies Traynor, Finlay House, 10-14 West Nile Street, Glasgow, G1 2PP be and are hereby appointed as Joint Liquidators of the Company for the purpose of the winding up;
4. THAT any act required or authorised to be done by the joint liquidators may be performed by either of the joint liquidators for the time that they hold office; and
5. THAT the Joint Liquidators fee will be £4,000.00 plus VAT, together with outlays.

Certified a true copy.
Derek Jackson
Derek A. JACKSON C.A.

AGREEMENT

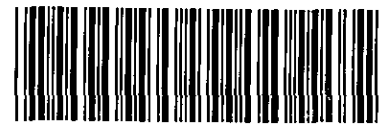
Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolutions and Special Resolutions. The undersigned, a person entitled to vote on the above resolutions on 28 August 2009, hereby irrevocably agrees to the Ordinary Resolutions and Special Resolutions:

Signed by Qimonda Holding B.V.

Date

28 August 2009
DR. MICHAEL JAFFE
AS INSOLVENCY
ADMINISTRATOR
OVER THE ASSETS OF
QIMONDA HOLDING B.V.

MONDAY



SEOXDUS
SCT 05/10/2009 1156
COMPANIES HOUSE