

No. 01095628

THE COMPANIES ACT 1985

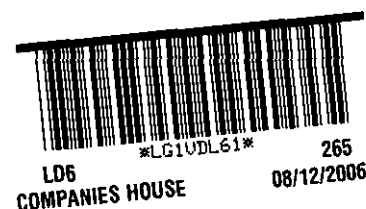
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

CAVELL HOLDINGS LIMITED

(Passed 6th December 2006)



In accordance with section 381A Companies Act 1985 (the "Act") the following Resolutions were agreed to and were duly passed on 6th December 2006:

SPECIAL RESOLUTION

THAT, subject to compliance with Sections 155 to 158 of the Act, the financial assistance which it is proposed that the Company shall give to Virginia Holdings Limited in connection with its acquisition of the entire issued share capital of the Company be and is hereby approved and that, accordingly; that the terms of, and the transactions contemplated by the Share Charge between the Company as chargor (i); and National Australia Bank Limited as security agent (ii) be and are hereby approved subject to any amendments that any director shall see fit.

SPECIAL RESOLUTION

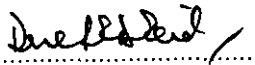
That the provisions of the Articles of Association of the Company be altered by:

- 1 inserting the words "Subject to article 4.9," at the beginning of the existing article 4.2; and
- 2 inserting a new article 4.9 immediately following the existing article 4.8 as follows:

"4.9 Notwithstanding anything contained in these Articles:

4.9.1 any pre-emption rights conferred on existing members by these Articles or otherwise shall not apply to, and the directors shall not decline to register, nor suspend registration of any transfer of shares where such transfer is:-

- 4.9.1 (a) in favour of any person, bank or institution (or any nominee or nominees of such a person, bank or institution) to whom such shares are being transferred by way of security; or
- 4.9.1 (b) duly executed by any such person, bank or institution (or any such nominee or nominees), to whom such shares (including any further shares in the Company acquired by reason of its holding of such shares) have been transferred as aforesaid, pursuant to the power of sale under such security.



Chairman/Director