

(Registered No 1157638)

COMPANIES ACTS 1985 AND 1989

**ROLFE & NOLAN LIMITED**

(the "Company")

PRIVATE COMPANY LIMITED BY SHARES

---

**SHAREHOLDERS' WRITTEN RESOLUTIONS  
PURSUANT TO SECTION 381A  
COMPANIES ACT 1985**

---

WEDNESDAY



\*L4QPFQY7\*  
LD2 04/07/2007 163  
COMPANIES HOUSE

**WE, THE UNDERSIGNED**, being all the members of the Company who at the date of this resolution are entitled to receive notice of, attend and vote at general meetings of the Company, hereby pass the following special resolutions and agree that the said special resolutions shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held

**SPECIAL RESOLUTIONS**

It was resolved

- 1 **THAT** the terms of and the transactions contemplated by the documents described below (the "**Documents**") be and are hereby approved, copies of such Documents having been supplied to the members of the Company, subject to such changes as the Company's directors in their absolute discretion think fit
  - (a) a senior facilities agreement to be made between (1) Rolfe & Nolan Holdings Limited, (2) Rolfe & Nolan Holdings Limited and those companies listed in Part I of Schedule 1 thereto as Original Borrowers, (3) Rolfe & Nolan Holdings Limited and those companies listed in Part I of Schedule 1 thereto as Original Guarantors, (4) CIT Capital Finance (UK) Limited as mandated lead arranger, (5) the financial institutions listed in Parts II and III of Schedule 1 thereto as lenders, (6) and (7) CIT Capital Finance (UK) Limited as agent and security trustee and (8) CIT Bank Limited as Issuing Bank,
  - (b) a mezzanine facility agreement to be made between (1) Rolfe & Nolan Holdings Limited, (2) Rolfe & Nolan Holdings Limited and those companies listed in Part I of Schedule 1 thereto as Original Borrowers, (3) Rolfe & Nolan Holdings Limited and those companies listed in Part I of Schedule 1 thereto as Original Guarantors, (4) CIT Capital Finance (UK) Limited as mandated lead arranger, (5) the financial institutions listed in Parts II and III of Schedule 1 thereto as lenders, and (6) and (7) CIT Capital Finance (UK) Limited as agent and security trustee,
  - (c) an intercreditor deed to be made between Rolfe & Nolan Holdings Limited, the Company, the other Obligor, CIT Capital Finance (UK) Limited as Security Trustee, senior agent, senior arranger, mezzanine arranger and mezzanine agent, the Lenders,

the Ancillary Lenders, the Hedge Counterparties, the Mezzanine Lenders, the Issuing Bank, the Investors, the borrowers and lenders of Structural Intra-Group Loans and the Mezzanine Borrowers and certain others (as each such term is defined in the Intercreditor Agreement),

- (d) an intra-group loan agreement between Rolfe & Nolan Holdings Limited as borrower and the Company and certain other group companies as lenders, and
- (e) a first ranking mortgage debenture to be granted by the Company (and certain other group companies) over all its assets and undertaking in favour of CIT Capital Finance (UK) Limited as the Security Trustee

3 **THAT**, subject to compliance with sections 155-158 of the Companies Act 1985 (the "Act"), the giving of financial assistance within the meaning of sections 151 to 155 of the Act proposed to be given by the Company and certain other group companies, for the purpose of the acquisition of the entire share capital of Rolfe & Nolan Group Limited, as set out in the statutory declarations in Form 155(6)a and Form 155(6)b sworn on the date hereof by all the directors of the Company and attached hereto, be and is hereby approved

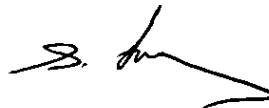
4 **THAT** the directors of the Company

- (a) be and are hereby instructed to take any action in connection with the negotiation, execution, delivery and performance of the Documents as they shall deem necessary or appropriate, and
- (b) be and are hereby authorised to do all things necessary in respect of the Documents, notwithstanding the provisions of the Company's memorandum and articles of association

5 **THAT** these resolutions shall have effect notwithstanding any provision of the Company's articles of association

SIGNED by  
ROLFE & NOLAN GROUP LIMITED

)  
)  
)



27 June 2007

A copy of these resolutions has been sent to the Company's auditors, or they have been otherwise notified of its contents, at or before the time of these resolutions was supplied to the members for signature