

Company No: 01185052

The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

passed as

WRITTEN RESOLUTIONS

of

BLEMAIN FINANCE LIMITED

(Passed pursuant to section 381A of and Schedule 15A to the Companies Act 1985)

WE, the undersigned, being or representing all the members of the Company, HEREBY RESOLVE as follows:

RESOLUTIONS

1. That, with effect from the passing of this resolution, clause 3 of the Memorandum of Association of the Company is amended as follows:

- 1.1 existing sub-clause 3(f) of clause is deleted and replaced by the following new sub-clause 3(f):

"To support or secure whether by personal covenant or creating mortgages, charges or liens upon all or any part of the undertaking, property or assets of the Company (present and future) including any uncalled capital of the Company or both such means, on such terms as may seem expedient, any obligations of the Company itself (whether as principal or surety) and/or any other person, firm or company including (without limiting the generality of the foregoing) the obligations of the Company's holding company or associated company or otherwise generally and as the Company sees fit."

- 1.2 the following new sub-clause is inserted into **clause 3** and designated as sub-clause 3(w):

"to give any financial assistance that may lawfully be given for the purpose of or in connection with the acquisition of shares in the Company or any other company;"



2. THAT, subject to compliance with sections 155-158 of the Companies Act 1985, the Company makes the payments detailed in the Appendix set out below (the "Company Arrangements").
3. THAT the giving of financial assistance by the execution of the Company Arrangements is approved.

APPENDIX

Arrangements referred to above

1. the sum of £94,000 payable to Eversheds LLP and £116,325 payable to Deloitte & Touche LLP in respect of their professional fees for, inter alia, the acquisition and subscription of 30% of the issued share capital of the Company's holding company, Jerrold Holdings Limited (the "Target") by certain funds managed by Barclays Private Equity Limited (the "Transaction Fee");
2. the sum of £3,945,486 by way of bonus payments (the "Bonus Payment"); and
3. the sum of £668,847 payable to the managers of the Target Group in relation to their income tax liability arising from being gifted shares in the Target (the "Tax Bonus Payment").

Dated: 15 September 2006

Name of Shareholder

Signature

Jerrold Holdings Limited



Attachment: Signed statutory declaration(s) and auditors' report(s)

Copy: Auditors