

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

DIAGONAL LIMITED

("Company")

Written resolutions of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 proposed by the directors of the Company and proposed as special resolutions as detailed below

SPECIAL RESOLUTIONS

- 1 **That** the provisions of the articles of association of the Company be altered by the insertion of a new article 21 as follows

21 TRANSFER TO SECURED INSTITUTION

Notwithstanding anything contained in these articles, whether expressly or impliedly contradictory to the provisions of this Article (to the effect that any provision contained in this Article shall override any other provision of these articles)

21 1 *The directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer*

- (a) *is to any bank, institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) ("Secured Institution") (and a certificate by any such person or an employee of any such person that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts), or*
- (b) *is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or*
- (c) *is executed by a Secured Institution or its nominee pursuant to the power of sale or other or other power existing under such security,*

and the directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either case) be required to offer the shares which are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise

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21 2 *The Company shall have no lien on any shares which have been charged by way of security to a Secured Institution and the provisions of these articles relating to liens over shares shall not apply in respect of any such shares*

21 3 *Any pre-emption rights contained in these articles of association shall not apply in relation to any shares which have been charged by way of security to a Secured Institution by any shareholder of the Company from time to time "*

and the articles of association of the Company be renumbered accordingly

2 **That** the following documents (as each is defined in the explanatory statement supplied with these resolutions) be approved and entered into by the Company

2 1 the SFA Accession Letter;

2 2 the MFA Accession Letter,

2 3 the ICA Accession Deed,

2 4 the Group Debenture Accession Deed, and

2 5 (subject to the Company first entering into the documents listed at resolutions 2 1 to 2 4 inclusive) the PIK Debenture Accession Deed,

(each an "Accession Document", together the "Accession Documents")

3 **That** the directors have the authority to approve the terms of, and the transactions contemplated by, the Accession Documents and any of the Finance Documents to which it is a party

4 **That** entry by the Company into the Accession Documents (including without limitation the giving of the guarantee and granting of security by the Company in connection with the Accession Documents) is in the best economic, strategic and financial interests of the Company and is most likely to promote the success of the Company for the benefit of its members as a whole


5 **That** these resolutions have effect notwithstanding any provisions of the Company's articles of association

Circulation date 19 July 2010

Registered office The Manor House
Benham Valence
Newbury
Berkshire
RG20 8LU


Agreement to written resolutions

We, the sole eligible member entitled to vote on the above resolutions, irrevocably agree to such resolutions

| | | |
|---|---|---------------|
| Name of corporate member | MORSE LIMITED | |
| Name and position of signatory | TERENCE BULT (DIRECTOR) <i>Block capitals please</i> | |
| Signed by authorised person on behalf of corporate member |  | |
| | | Dated 19/7/10 |

Filing Confirmation

In accordance with the written resolution procedure in chapter 2 of part 13 of the Companies Act 2006, the resolutions of the Company set out above were duly passed on 19 July 2010 as special resolutions



Director