

Company Number 02192952

THE COMPANIES ACTS 1985 AND 1989

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PRIVATE COMPANY LIMITED BY SHARES

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**RESOLUTIONS IN WRITING**  
**OF**  
**AGL SYSTEMS INTERNATIONAL LIMITED**  
**(the "Company")**

WE, being the sole member of the Company who would, at the date of these resolutions, have been entitled to attend and vote upon them as if they had been proposed at a general meeting of the Company at which we were present, **HEREBY RESOLVE**, in accordance with section 381A of the Companies Act 1985, to pass the following as written resolution by way of a written resolution

- 1 **THAT** the articles of association of the Company be amended by the insertion of the following text after paragraph 14

"15 Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration of any shares where such transfer is executed by any person to whom such shares have been charged by way of security, or by any nominee of any such person, pursuant to a power of sale under such security, and a certificate by any such person or any employee of any such person that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts"

- 2 **THAT** the articles of association of the Company be amended by the insertion of the following text after paragraph 15

**"16. Distributions**

**16.1 Policy**

Subject to clause 16 3 it is the intention of the shareholders that the Company (or other member of the Company's group) shall distribute to the shareholders (whether by way of distributions in respect of the shares, payment of interest on Loan Notes, redemption of Loan Notes, upstream loans or otherwise) the maximum amount available for such purposes in any financial year Accordingly, the shareholders agree that subject to

- (a) compliance with the terms of the Finance Agreements, applicable laws and regulations (including but not limited to the Companies Act), and



Signature

A handwritten signature in black ink, appearing to be 'R. Smith' or similar, written in a cursive style.

for and on behalf of **AERIAL GROUP LIMITED**

Date

3/4/07