

Company No: 02299109

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COMPANIES HOUSE

SPECIAL RESOLUTION

of

Tag Europe Limited (the "Company")

A PRIVATE COMPANY LIMITED BY SHARES

Passed on 23 January 2008

Notice is hereby given that on 23 January 2008 the following Special Resolution was duly passed as a written resolution of the Company

SPECIAL RESOLUTION

1 Approval of financial assistance

1 1 **IT IS RESOLVED THAT** the Company be and is hereby authorised to give financial assistance under sections 155-185 (inclusive) of the Act Companies Act 1985 (the "Act") to Tag Acquisitions Limited, a company incorporated in England and Wales, for the purpose of the acquisition of the entire issued share capital of Tag Holdco Limited and of its subsidiaries

1 2 The provision of such financial assistance being for the benefit of the Company for the purposes of carrying on its business and most likely to promote the success of the Company for the benefit of its members as a whole

1 3 Terms defined herein shall have the meaning ascribed to them in the Facilities Agreement (as defined below)

2 Approval of documents

2 1 **IT IS RESOLVED THAT** the Company approve the following documents to be entered into by the Company

- (a) a term and revolving facilities agreement to be dated on or about the date hereof between and made between (1) Tag EquityCo Limited as the Parent, (2) TAG Acquisitions Limited as the Company (3) the companies listed in part 1 of schedule 1 as Original Borrowers, (4) the companies listed in part 1 of schedule 1 as Original Guarantors, (5) Barclays Leveraged Finance as Arranger, (6) Barclays Bank PLC as Original Lender, (7) Barclays Bank PLC as Agent (8) Barclays Bank PLC as Security Agent (9) Barclays Bank PLC as

Original Issuing Bank and (10) Barclays Bank PLC as Invoice Discounting Facility Provider and ID Trustee (the "**Facilities Agreement**") and any assignees, transferees or successors in title thereof from time to time under the Facilities Agreement,

- (b) a receivables financing agreement dated on or about the date hereof and made between (1) Barclays Bank PLC (as BASF) and (2) the companies listed in schedule 1 thereto (as Obligors) (the "**Receivables Financing Agreement**"),
- (c) security trust deed dated on or about the date hereof and made between the Parent, the other Obligors, Barclays Bank PLC as Security Agent, Barclays Bank PLC as Agent, Barclays Leverage Finance as Arranger, Barclays Bank PLC as Original Lender, the Hedge Counterparty and Barclays Bank PLC as the ID Trustee and Invoice Discounting Facility Provider (the "**Security Trust Deed**"),
- (d) a group debenture dated on or about the date hereof and made between, inter alios, the Company and other entities named as original Charging Companies therein and Barclays Bank PLC as Security Agent (the "**Debenture**"),
- (e) a key-man insurance assignment agreement dated on or about to date hereof and made between Tag Acquisitions Limited as assignor and Barclays Bank PLC as Security Agent (the "**Keyman Assignment**"),
- (f) a CAS guarantee, amendment to a CAS guarantee or an accession to a CAS guarantee or any combination thereof to be entered into between the Company and Barclays Bank PLC (the "**CAS Guarantee**"),
- (g) an intragroup loan agreement made between Tag Acquisitions Limited and other members of the Group (the "**Intragroup Loan Agreement**"),
- (h) any fee letter or letters dated on or about the date of the Facilities Agreement or the Receivables Financing Agreement and made between the Parent and the Security Agent or the Arranger, as the case may be (the "**Fee Letters**"),
- (i) a hedging strategy letter dated on or about the date hereof (the "**Hedging Strategy Letter**")

(together the "**Financial Assistance Documents**")

2 2 **IT IS RESOLVED THAT** the Company approve

- (a) any other documents ancillary to, or in connection with, the Financial Assistance Documents or the transactions contemplated thereby, including, without limitation, any intra-group loans which may be put in place between the Company and any other member of the Group to service debt payments and any working capital requirements of the Group or any member of the Group, and
- (b) any fees or expenses reasonably incurred and documented in connection with the transaction

2 3 **IT IS RESOLVED THAT** the Company's entry into and performance of the Financial Assistance Documents would promote its success for the benefit of its members as a whole and approval for the Company to enter into and perform the Financial Assistance Documents is given subject to compliance with s 155 to s 158 of the Companies Act 1985 even though the Company is giving financial assistance for the purposes of s 151 and s 152 of the Companies Act 1985

3 Amendment of Memorandum and Articles of Association

3 1 **THAT** the existing Article 12(1) of the Articles of Association of the Company shall be and is hereby amended with the following

"12(1) Notwithstanding anything contained in these Articles

- (a) the directors (or director if there is only one) of the Company may not decline to register any transfer of shares in the Company nor suspend registration of any such shares, and
- (b) a holder of shares in the Company is not required to comply with any provision of the Articles which restricts the transfer of shares or which requires any such shares to be first offered to all or any current shareholders of the Company before any transfer may take place,

where in any such case the transfer is or is to be

- (a) executed by a bank or institution to which such shares have been mortgaged or charged by way of security (or by any nominee of such bank or institution) pursuant to a power of sale under such security,
- (b) executed by a receiver or manager appointed by or on behalf of any such bank or institution under any such security, or
- (c) to any such bank or institution (or to its nominee) pursuant to any such security "

Signed by

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke extending to the right, positioned above a horizontal line.

Name Richard Morpeth Jameson

Title Director