

MONTAGU PRIVATE EQUITY LIMITED
Company Number 2781154
(the "Company")

WEDNESDAY



**Written resolution of the Company pursuant to
section 381A of the Companies Act 1985**

We, being all the members of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, HEREBY PASS the following resolutions as written resolutions of the Company and hereby agree that the said resolutions shall for all purposes be as valid and effective as if passed as Special Resolutions at a general meeting of the Company duly convened and held

WRITTEN RESOLUTIONS

- 1 THAT subject to compliance with Companies Act 1985 sections 155-158, the terms of, the arrangements contemplated by, and the execution, delivery and performance by the Company of
- 1 1 a proposed facility agreement (the "**Facility Agreement**") to be entered into between MML II Limited as borrower, the Company (amongst others) as guarantor and The Governor and Company of the Bank of Scotland,
- 1 2 a proposed intercreditor agreement (the "**Intercreditor Agreement**") to be entered into between MML II Limited, the Company, other subsidiaries of MML II Limited, the Creditors and the Investors (each as defined therein),
- 1 3 a proposed composite guarantee to be entered into between the Company, Montagu Management Limited, Montagu Holdings Limited and certain individuals who hold loan stock in MML II Limited (the "**Executives Guarantee**"),
- 1 4 a proposed composite guarantee to be entered into between the Company, Montagu Management Limited, Montagu Holdings Limited and HSBC Bank plc (in its capacity as holder of loan stock in MML II Limited) (the "**HSBC Guarantee**"),
- 1 5 a proposed contribution agreement (the "**Contribution Agreement**") to be entered into between the Company and Montagu Private Equity LLP,
- 1 6 a proposed intercompany loan agreement (the "**Intercompany Loan Agreement**") to be entered into between the Company as lender and MML II Limited as borrower,
- 1 7 a proposed deed of novation (the "**Incoming Novation Deed**") to be entered into between Montagu Holdings Limited as existing borrower, the Company as new borrower and The Governor and Company of the Bank of Scotland,
- 1 8 a proposed deed of novation (the "**Outgoing Novation Deed**") to be entered into between the Company as existing borrower, Montagu Private Equity LLP as new borrower and The Governor and Company of the Bank of Scotland, and

1 9 a proposed transfer (the "**Fund III Transfer**") pursuant to which Montagu Holdings Limited transfers to the Company all its rights, liabilities and interests in Montagu Fund III,

be and are hereby approved

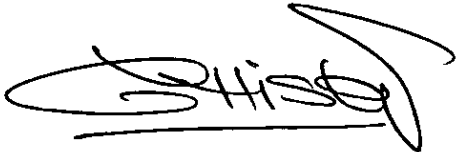
(the Facility Agreement, the Intercreditor Agreement, the Executives Guarantee, the HSBC Guarantee, the Contribution Agreement, the Intercompany Loan, the Incoming Novation Deed, the Outgoing Novation Deed and the Fund III Transfer together the "**Assistance Documents**")

2 THAT, subject to compliance with sections 155-158 of the Act, the giving of financial assistance for the purposes of sections 151 and 152 of the Act by the Company as set out in the Statutory Declarations sworn on the date hereof by the directors of the Company and the associated reports of the auditors of the Company (which were all provided to the shareholders prior to or at the same time as this written resolution was presented to the shareholders for signature) be and is hereby approved, including without limitation for the purposes of section 155(4) of the Act

3 THAT (save as already approved above) the terms of, and the transactions contemplated by, the Assistance Documents be and are hereby approved

4 THAT the execution and performance of the Assistance Documents would be in the best interests of the Company and the directors of the Company be and hereby are generally authorised and directed to approve the terms of, and the transactions contemplated by, the Assistance Documents and any related document or transaction as they might determine at their discretion

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



Montagu Holdings Limited

Dated 28 March 2007

Note the Company's auditors have been sent a copy of these resolutions in accordance with Section 381B of the Companies Act 1985