

Form of written resolutions to be used under the 2006 Act

Company No: 2939389

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

JERROLD HOLDINGS LIMITED

SATURDAY



ANUB1Z68

A22

12/11/2011

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COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions as detailed below.

RESOLUTIONS

THAT the following amendments shall be made to the Articles of Association of the Company adopted on 15 September 2006 (the "**Articles**").

1. In Article 4 1 1 delete the words "fifth anniversary" and replace with the words "sixth anniversary"
2. In Article 4.1.3 delete the year "2012" and replace with the year "2013"
3. In Article 5 3 1 delete the table and replace with the following table:

Accounting Period ("AP")	% of PAT in the Accounting Period
Last six months of AP ending 30 June 2013	25
AP ending 30 June 2014 and each AP thereafter	30

4. Delete existing article 5.3 2 and replace it with the following article.

5.3.2 "For the purposes of determining the PAT for the last six months of the Accounting Period ending 30 June 2013 the Company shall refer to the PAT for the entire 12 month Accounting Period ending 30 June 2013 less the PAT amount attributed to the H1 2013 Participating Period in the calculation of the Participating A Amount. The payment of the said B1 Preferential Dividend in respect of the aforementioned six month period shall be made in accordance with article 5.3.3"

5. Delete existing article 4.4.5 and substitute it with the following article:

4.4.5 third, in paying to the holders of "A" Preferred Ordinary Shares, a sum equal to the aggregate of:

- (a) £116,500,000 (one hundred and sixteen million and five hundred thousand pounds); plus

(b) the Preferred A Amount, plus

(c) the Participating A Amount;

6 Insert in paragraph 1.1 of "1 DEFINITIONS AND INTERPRETATION" the following definitions:

"Participating A Amount" means the amount equal to 25% of PAT for each of the periods from and including: (i) 1 January 2012 to 30 June 2012 ("**H2 2012 Participating Period**"), and (ii) 1 July 2012 to 31 December 2012 ("**H1 2013 Participating Period**") (together the H2 2012 Participating Period and H1 Participating Period being the "**Participating Period**") The Company shall refer to Accounts (if available) to determine PAT for the Participating Period and to the extent that the Accounts are unavailable or do not enable accurate apportionment of PAT, the Management Accounts of the Group for the relevant periods referred to at (i) and (ii) above shall be used, provided always that PAT used for the purposes of determining the Participating A Amount in respect of (a) the H2 2012 Participating Period shall not be less than 50% of the aggregated PAT for the entire accounting year ending 30 June 2012, and/or (b) the H1 2013 Participating Period shall not be less than 50% of the aggregated PAT for the entire accounting year ending 30 June 2013 and, if less, shall be increased to be equal thereto. The Participating A Amount shall accrue daily on the basis of a 366 day year from the start of the Participating Period and in the event of an Exit or return of capital prior to 31 December 2012, the Participating A Amount shall be such amount as has accrued by reference to PAT for the period down to the date of Exit or return of capital, as case may be. Any dispute as to the amount of PAT will be determined in accordance with Article 15 7 which provisions will apply mutatis mutandis, save that reference to "appropriate consideration for any Ordinary Share" shall be deemed references to "PAT for the Participating Period" and the costs will be paid in full by the Company;

"Preferred A Amount" means the amount equal to 134.35 pence per "A" Preferred Ordinary Share which shall accrue daily on the basis of a 365 day period (i.e. a daily

accrual per "A" Preferred Ordinary Share of 134.35/365) in respect of the period from and including 15 September 2011 to 14 September 2012 and, in the event of an Exit or return of capital prior to 14 September 2012, the Preferred A Amount shall be such amount as has accrued by reference to the period down to the date of Exit or return of capital, as case may be;


- 7 Amend the definition of "Exit Proceeds" in paragraph 1.1 of the DEFINITIONS AND INTERPRETATION of the Schedule by deleting after the word "Market Capitalisation" the words "but" and inserting the words "less any Preferred A Amount and any Participating A Amount".
- 8 That the provisions of the articles of association be altered by adding the words "or Group Company" to the definition of "Group" in article 1.1 after the existing words "'member of the Group'" and before the existing words "is to be construed"
9. That the definition of "Investor Transfer Condition" be altered by adding the words "any Participating A Amount and any Preferred A Amount, plus" after the existing words "£262,125,000 plus" in paragraph (b)

Dated: 10/11/11 2011


AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolution

We, the undersigned, being persons entitled to vote on the above resolution, irrevocably agree to such resolution:

Name of member:	HENRY NEVILLE MOSER	
Signed:		
		Dated: 10/11/11

Name of member:	DORAH LEAH MOSER AND HENRY NEVILLE MOSER AS TRUSTEES OF THE MRS D L MOSER 1995 FAMILY SETTLEMENT NO 1)
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Signed		Dated: 10/11/11
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Name of member:	GARY BECKETT	
Signed:		
		Dated: ...

Name of member:	MARC GOLDBERG	
Signed:		
		Dated: .

Name of member	JOSEPH SHAOUL	
Signed:		
		Dated: ...

Name of member:	ADRIAN GRANT	
Signed		
		Dated: .

Name of member:	DEBBIE CHAPLAIN	
Signed:		
		Dated: ...

Name of member:	MATT RIDLEY	
Signed:	.....
		Dated:

Name of member:	STUART BEAN	
Signed:	.....
		Dated:

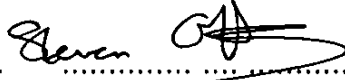
Name of member:	GARY BAILEY	
Signed.	.....
		Dated:


Name of member:	TRACEY BAILEY	
Signed.	.....
		Dated:


Name of member:	ANDREW LAWTON	
Signed.	.....
		Dated:


Name of member:	BARRY MATTHEWS	
Signed:	.....
		Dated: .. .

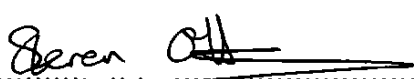
Name of member:	RITCHIE WATSON	Dated: .
Signed:	


Name of corporate member:	BARCLAYS PRIVATE EQUITY EUROPEAN FUND II 'A', (LP10190)	Dated: 10 Nov 2011
Name and position of signatory:	<p>STEVEN O'HARE, DIRECTOR</p> <p>Block capitals please</p>	
Signed by authorised person on behalf of corporate member:	<p>..... </p>	

Name of corporate member:	BARCLAYS PRIVATE EQUITY EUROPEAN FUND II 'B', (LP10191)	Dated: 10 Nov 2011
Name and position of signatory:	<p>STEVEN O'HARE, DIRECTOR</p> <p>Block capitals please</p>	
Signed by authorised person on behalf of corporate member:	<p>..... </p>	


Name of corporate member:	BARCLAYS PRIVATE EQUITY EUROPEAN FUND II 'C', (LP10192)	
Name and position of signatory:	STEVEN O'HARE , DIRECTOR Block capitals please	
Signed by authorised person on behalf of corporate member:	.....	
		Dated. 10 NOV 2011

Name of corporate member:	BARCLAYS PRIVATE EQUITY EUROPEAN FUND II 'D', (LP10193)	
Name and position of signatory:	STEVEN O'HARE , DIRECTOR Block capitals please	
Signed by authorised person on behalf of corporate member:	.....	
		Dated: 10 NOV 2011


Name of corporate member:	BARCLAYS PRIVATE EQUITY EUROPEAN FUND II 'E', (LP10194)	
Name and position of signatory:	STEVEN O'HARE , DIRECTOR Block capitals please	
Signed by authorised person on behalf of corporate member:	.....	
		Dated. 10 NOV 2011

Name of corporate member:	BPE EUROPEAN PARTNER II LP (Scottish LP5413)	
Name and position of signatory:	STEVEN O'HARE, DIRECTOR Block capitals please	
Signed by authorised person on behalf of corporate member:	.....	

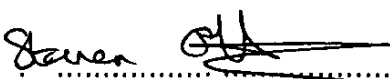
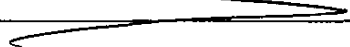
Dated: 10 NOV 2011


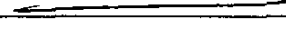
Name of corporate member	EUROVENT II a Societe civile a capital variable	
Name and position of signatory:	STEVEN O'HARE, DIRECTOR Block capitals please	
Signed by authorised person on behalf of corporate member:	.....	



Dated: 10 NOV 2011

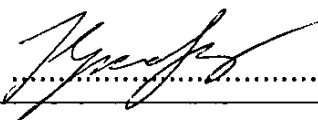

Name of corporate member:	BARCLAYS PRIVATE EQUITY PVLP LIMITED PARTNERSHIP, (LP5691)	
Name and position of signatory:	STEVEN O'HARE, DIRECTOR Block capitals please	
Signed by authorised person on behalf of corporate member:	.....	

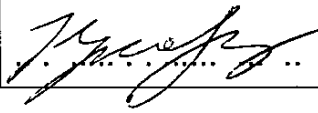

Dated: 10 NOV 2011



Name of corporate member:	BARCLAYS INDUSTRIAL INVESTMENTS LIMITED, (1444637)	
Name and position of signatory:	STEVEN O'HARE, DIRECTOR <i>Block capitals please</i>	
Signed by authorised person on behalf of corporate member:	.....		Dated: 10 NOV 2011

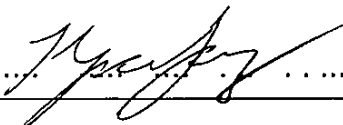

Name of corporate member	CLINK STREET NOMINEES LIMITED, (2223016)	
Name and position of signatory	STEVEN O'HARE, DIRECTOR <i>Block capitals please</i>	
Signed by authorised person on behalf of corporate member	.....		Dated: 10 NOV 2011

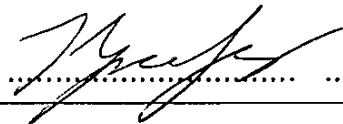

Name of corporate member:	PARALLEL VENTURES NOMINEES NO 2 LIMITED, (3678495)	
Name and position of signatory:	STEVEN O'HARE, DIRECTOR <i>Block capitals please</i>	
Signed by authorised person on behalf of corporate member	.....		Dated: 10 NOV 2011

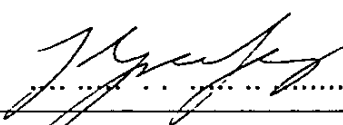

Name of corporate member	EUROPEAN STRATEGIC PARTNERS		
Name and position of signatory	GRAEME FAULDS SL Capital Partners LLP Acting for and on behalf of Block capitals please	ROGER J PIM PARTNERS	
Signed by authorised person on behalf of corporate member:	 		
			Dated: 10/11/2011

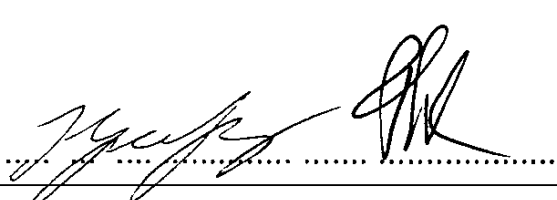
Name of corporate member:	EUROPEAN STRATEGIC PARTNERS - 1 LP		
Name and position of signatory:	GRAEME FAULDS SL Capital Partners LLP Acting for and on behalf of Block capitals please	ROGER J PIM PARTNERS	
Signed by authorised person on behalf of corporate member:	 		
			Dated: 10/11/2011

Name of corporate member:	EUROPEAN STRATEGIC PARTNERS SCOTTISH "B"		
Name and position of signatory	GRAEME FAULDS SL Capital Partners LLP Acting for and on behalf of Block capitals please	ROGER J PIM PARTNERS	
Signed by authorised person on behalf of corporate member:	 		
			Dated: 10/11/2011

Name of corporate member:	EUROPEAN STRATEGIC PARTNERS SCOTTISH "C"	
Name and position of signatory:	GRAEME FAULDS ROGER J PIM SL Capital Partners LLP PARTNERS Acting for and on behalf of <i>Block capitals please</i>	
Signed by authorised person on behalf of corporate member:	.....		Dated: 10/11/2011

Name of corporate member:	ESP CO INVESTMENT LIMITED PARTNERSHIP	
Name and position of signatory:	GRAEME FAULDS ROBERT PIM SL Capital Partners LLP PARTNERS Acting for and on behalf of <i>Block capitals please</i>	
Signed by authorised person on behalf of corporate member:	.....		Dated 10/11/2011

Name of corporate member:	ESP II CONDUIT LP	
Name and position of signatory:	GRAEME FAULDS ROGER J AM SL Capital Partners LLP PARTNERS Acting for and on behalf of <i>Block capitals please</i>	
Signed by authorised person on behalf of corporate member:	.....		Dated: 10/11/2011

Name of corporate member	ESP 2004 CONDUIT LP		
Name and position of signatory	<i>GRAEME FAULDS</i> SL Capital Partners LLP Acting for and on behalf of <i>Block capitals please</i>	<i>ROGER J AM</i> <i>PARTNERS</i>	
Signed by authorised person on behalf of corporate member			
			Dated 10/11/2011

Attachments Articles of Association

Copy: Auditors

NOTES

1. We refer to the shareholders agreement dated 15 September 2006 between (1) the Company (2) Henry Neville Moser and others (3) Gary Beckett and others (4) Barclays Private Equity European II Fund "A" and others ("Shareholders Agreement") and the articles of association of the Company existing at the date hereof and adopted on 15 September 2006 ("Articles").
2. By agreeing to these resolutions, the shareholders hereby consent and approve, for the purposes of schedule 8 of the Shareholders Agreement and articles 181, 18.2 and 18.3 of the Articles and any other relevant clause or paragraph of the Shareholders Agreement or article of the Articles, and in each capacity for which that consent and/or approval is required The Articles, as amended by this resolution (if passed), shall continue to constitute the 'Articles of Association' for the purposes of the Shareholders Agreement.
3. Shareholders who wish to agree to such resolutions should signify their agreement in one of the following ways:
 - Sign and return this document to the Company at 6th floor, Bracken House, Charles Street, Manchester M1 7BD, marked for the attention of Gary Beckett; or
 - Sign and return this document by fax to [NUMBER]; or
 - E-mail the company at gary.beckett@blemaingroup.co.uk attaching a scanned copy of the signed document to an email containing the subject "Written resolutions dated 10 NOVEMBER 2011".

If you do not agree to the resolutions, you do not need to do anything; you will not be deemed to agree if you fail to reply.

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4. If sufficient agreement is not received by **20 DECEMBER** 2011 then this resolution will lapse and shareholders will not be able to indicate agreement after that date. If you agree to the resolution, please ensure your agreement reaches us before that date
 - 5 Once you have indicated your agreement to the resolution, you may not revoke your agreement
 - 6 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members
 - 7 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.