

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

CHARLTON GROUP (UK) LIMITED (the "Company")

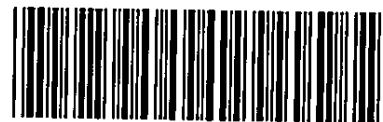
4 March 2009

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below are passed as special resolutions (together **Special Resolutions**).

SPECIAL RESOLUTIONS

1. To approve the execution by the Company of:
 - 1.1.1 an amendment and restatement agreement to a facility agreement dated 3 July 2006 as amended and restated on 4 December 2006 between McInerney Group Limited (the "**Parent**") (1), the companies listed in Schedule 2 to the agreement (including the Company) (the "**Obligors**") (2) and National Westminster Bank plc as agent (the "**Agent**") (the "**Facility Amendment Agreement**");
 - 1.1.2 an amendment and restatement agreement to an intercreditor deed dated 3 July 2006 (as amended) between the Parent (1), the Agent (2), National Westminster Bank plc as security trustee (the "**Security Trustee**") (3), National Westminster Bank plc as working capital bank (4), National Westminster Bank plc and Bank of Scotland plc as lenders (the "**Lenders**") (5) the Parent and others (including the Company) as borrowers and guarantors (6) and McInerney Holdings plc and McInerney Services Limited (7) (the "**Intercreditor Amendment Agreement**"); and
 - 1.1.3 an amendment and restatement agreement to a security trustee deed dated 23 March 2005 (as amended and restated on 3 July 2006) between the Parent (1), the Parent and others (including the Company) as borrowers (2), the Security Trustee (3) and the Lenders (4) (the "**Security Trustee Deed Amendment Agreement**").
2. To alter the articles of association of the Company by deleting the present article 10.1.2 and replacing it with the following new articles 10.1.2 and 10.1.3:

"10.1.2 to any bank, institution or other person to which such shares have been charged by way of security, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a "**Secured Institution**"); or



10.1.3 to any person where the transfer is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security;"

3. To alter the articles of association of the Company by inserting a new article 10.2 as follows and renumbering the existing articles 10.2 and 10.3 accordingly:

"10.2 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) the Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:

10.2.1 is to a Secured Institution; or

10.1.2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or

10.1.3 is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and so that in these Articles the persons to whom Shares may be transferred pursuant to the provisions of this Article 10.2 are herein referred to as "Permitted Transferees" (each individually a "Permitted Transferee")."

4. To alter the articles of association of the Company by inserting "and paragraph 10.2" after "paragraph 10.1" in article 10.3 (as amended).
5. To alter the articles of association of the Company by replacing the references in article 10.4 (as amended) to "10.3" with "10.4".

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Special Resolutions.

The undersigned, a person entitled to vote on the above resolutions on 4 March 2009, hereby irrevocably agrees to the Special Resolutions:



For and on behalf of McNerney Group Limited