

THE COMPANIES ACT 2006

WRITTEN RESOLUTIONS OF THE SOLE MEMBER OF

Torin Holdings Limited

Company No. 03073143

WRITTEN RESOLUTIONS

3 February 2012 (the "Circulation Date")

Terms defined in the Facilities Agreement shall have the same meaning in these resolutions unless otherwise defined.

We, the undersigned, being the sole eligible member of Torin Holdings Limited (Company No 03073143) (the "Company") (as defined in section 289 of the Companies Act 2006) at the Circulation Date, irrevocably agree to the following resolutions of the Company, having effect as special resolutions, in accordance with Chapter 2 Part 13 of the Companies Act 2006:

SPECIAL RESOLUTIONS

THAT

- 1 The terms of, the transactions contemplated by and the entry into the accession deed to the Intercreditor Agreement to be entered into by the Company as Acceding Intra-Group Lender (as defined in the Accession Deed) (the "Accession Deed"), which has been examined by the sole shareholder, would be for the commercial benefit and advantage of the Company and likely to promote the success of the Company, and are hereby approved
- 2 The Company execute, deliver and perform its obligations under the Accession Deed to which it is a party
- 3 Any Director or Attorney of the Company be and he or she is hereby authorised to execute the Accession Deed on behalf of the Company subject to such amendments and modifications as the Director or Attorney executing the same may in his/her absolute discretion agree and so that the Director or Attorney's signature of the Accession Deed shall be conclusive evidence of the agreement to such amendments or modifications
- 4 Any Director or Attorney or the Secretary of the Company be and he or she is hereby authorised to sign and/or deliver all certificates, documents and notices (including, if relevant, any Utilisation Request and Selection Notice) to be signed/delivered by the Company under or in connection with the Accession Deed
- 5 Any Director or Attorney be and he or she is hereby authorised to do all such acts and things and agree and execute all such documents as may be required in order to implement the transactions contemplated by the Accession Deed in each case in such manner or form as the Director or Attorney may in his or her absolute discretion think fit.

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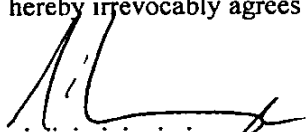
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- 6 If the Accession Deed or related document agreed by a Director or Attorney needs to be executed as a deed, that it be executed under the common seal of the Company or executed as a deed in accordance with section 44 of the Companies Act 2006.
- 7 Any of the foregoing that has been done on or before the date hereof be and is hereby adopted, ratified, confirmed and approved

AGREEMENT

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

The undersigned, a person entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agrees to the special resolutions above.



for and on behalf of
Vent-Axia Group Limited

Date. *3 February* ... 2012

NOTES

- 1 You can choose to agree to all of the resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning a copy to the Company.

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

- 2 Once you have indicated your agreement to the resolutions you may not revoke your agreement.
- 3 Unless, before the end of the period of 90 days beginning with the Circulation Date, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or on this date.
- 4 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.