

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

MORSE LIMITED

("Company")

Written resolutions of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 proposed by the directors of the Company and proposed as special resolutions as detailed below

SPECIAL RESOLUTIONS

- 1 **That** the draft articles of association in the form attached, and signed by a director for identification purposes, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company (including all the provisions of the Company's memorandum of association which, by virtue of section 28 of the Companies Act 2006, are treated as provisions of the existing articles of association of the Company)
- 2 **That** the following documents (as each is defined in the explanatory statement supplied with these resolutions) be approved and entered into by the Company
 - 2 1 the SFA Accession Letter,
 - 2 2 the MFA Accession Letter,
 - 2 3 the ICA Accession Deed,
 - 2 4 the Group Debenture Accession Deed, and
 - 2 5 (subject to the Company first entering into the documents listed at resolutions 2 1 to 2 4 inclusive) the PIK Debenture Accession Deed,(each an "Accession Document", together the "Accession Documents")
- 3 **That** the directors have the authority to approve the terms of, and the transactions contemplated by, the Accession Documents and any of the Finance Documents to which it is a party
- 4 **That** entry by the Company into the Accession Documents (including without limitation the giving of the guarantee and granting of security by the Company in connection with the Accession Documents) is in the best economic, strategic and financial interests of the Company and is most likely to promote the success of the Company for the benefit of its members as a whole
- 5 **That** these resolutions have effect notwithstanding any provisions of the Company's articles of association




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Registered office The Manor House
Benham Valence
Newbury
Berkshire
RG20 8LU

Agreement to written resolutions

We, the sole eligible member entitled to vote on the above resolutions, irrevocably agree to such resolutions

Name of corporate member	2e2 LIMITED	
Name and position of signatory	TERENCE BURT - DIRECTOR <i>Block capitals please</i>	
Signed by authorised person on behalf of corporate member		
		Dated 19 July 2010

Filing Confirmation

In accordance with the written resolution procedure in chapter 2 of part 13 of the Companies Act 2006, the resolutions of the Company set out above were duly passed on 19 July 2010 as special resolutions



Director