

No: 3186043

**THE COMPANIES ACT 1985**

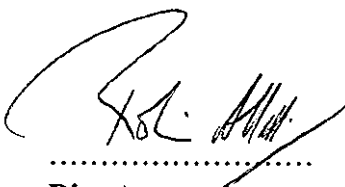
**CINVEN CAPITAL MANAGEMENT LIMITED**

**WRITTEN RESOLUTION**

We, the undersigned, being the sole member of the Company who (at the date of this resolution) would have been entitled to vote upon it if it had been proposed at a general meeting at which we were present, hereby agree pursuant to regulation 53 of Table A (adopted by Article 1(a) of the Company's articles of association) to the resolution set out below (which would otherwise be required to be passed as a special resolution).

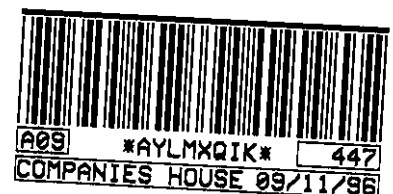
As holders of all of the shares comprised in each of the separate classes of share in the capital of the Company, we further hereby approve and sanction each and every modification, abrogation and variation of the special rights and privileges attached to the shares of each class as is or may be effected by the passing of the resolution set out below.

THAT new articles of association in the form attached and initialed for the purposes of identification be adopted as the articles of association of the Company in substitution for and to the exclusion of all previous articles of association.



.....  
**Director**  
**Cinven Limited**

Date: 8 November 1996



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**THE COMPANIES ACT 1985**

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**PRIVATE COMPANY WITH A SHARE CAPITAL**

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**ARTICLES OF ASSOCIATION**

- of -

**CINVEN CAPITAL MANAGEMENT LIMITED**

(adopted by special resolution passed  
on 8 November 1996)

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DIRECTOR

**ASHURST MORRIS CRISP**

Broadwalk House  
5 Appold Street  
London EC2A 2HA

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JNS/419C00868

registered office of the Company, or such date later than such lodgment as may be specified in the instrument. Regulation 81 of Table A shall be construed accordingly.

9. Unless and until otherwise determined by the Company by ordinary resolution, either generally or in any particular case, no director shall vacate or be required to vacate his office as a director on or by reason of his attaining or having attained the age of 70, and any director retiring or liable to retire under the provisions of these articles and any person proposed to be appointed a director shall be capable of being appointed or re-appointed as a director notwithstanding that he has attained the age of 70, and no special notice need be given of any resolution for the appointment or re-appointment as a director of a person who shall have attained the age of 70, and it shall not be necessary to give to the members notice of the age of any director or person proposed to be appointed or re-appointed as such.

#### **ROTATION OF DIRECTORS**

10. The directors shall not be liable to retire by rotation, and accordingly regulations 73 to 77 (inclusive) and 80 shall not apply to the Company; in regulation 78 of Table A the words "and may also determine the rotation in which any additional directors are to retire." shall be deleted; and in regulation 79 of Table A the second and third sentences thereof shall be deleted.

#### **PROCEEDINGS OF DIRECTORS**

11. Any director or member of a committee of the board may participate in a meeting of the directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and any director or member of a committee participating in a meeting in this manner shall be deemed to be present in person at such meeting.

#### **INDEMNITY**

12. Every director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company. No director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this article shall only have effect insofar as its provisions are not avoided by the Act. Regulation 118 of Table A shall not apply to the Company.