

**PIRTEK EUROPE LIMITED (Company Number 3232759)**

**(the "Company")**

**19 March 2008**

**WRITTEN RESOLUTIONS**



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 (the "**Resolutions**")

- 1 **THAT** the Articles of Association of the Company be and are hereby altered by adding the following as Article 7(a)

"Notwithstanding any other provision of these Articles of Association, the directors may not at any time decline to register or delay in registering any transfer of any share (i) to any person by way of security for finance raised directly or indirectly for the purpose of the acquisition of the Company's shares or shares in a holding company or a subsidiary of the Company or by way of security for any refinancing of such finance (a "**Permitted Transferee**") or (ii) by a Permitted Transferee to any person who receives any of such shares as a result of any enforcement (whether in whole or in part) of any security referred to in (i) "

- 2 **THAT** notwithstanding any existing provisions of the Memorandum or Articles of Association of the Company to the contrary, nor any personal interest of any directors of the Company, the Company's execution, delivery and performance of each of the documents (the "**Documents**" and each a "**Document**") and the payment of any costs, fees, and expenses incurred in connection with the Acquisition referred to in the statutory declaration of today's date made by all the directors of the Company and the giving of financial assistance taking the form and having the principal terms described in such statutory declaration (notwithstanding such events would constitute the giving of financial assistance (as defined by section 151 of the Companies Act 1985 (the "**1985 Act**") by the Company) be and are hereby approved for the purposes of section 155(4) of the 1985 Act

The original statutory declaration on form 155(6)a and its annexed Auditors' Report required by Section 156(4) of the Companies Act 1985 have been made available to each of the members of the Company before or at the same time this written resolution was supplied to each member of the Company for signature

- 3 **THAT** notwithstanding any personal interest, the board of directors of the Company be and it is hereby specifically authorised, empowered and directed in the name of and on behalf of the Company to
- (a) execute and deliver each of the Documents or with such amendments as they shall in their discretion approve, and
  - (b) enter into such documentation and to take such action as may be required in order to carry out the matters referred to above

- 4 **THAT** notwithstanding any existing provisions of the Memorandum or Articles of Association of Pirtek (UK) Limited (the "**Subsidiary**") to the contrary nor any personal interest of any directors of the Subsidiary, the execution and performance by the Subsidiary of each of the documents, and the payment of the fees, referred to in the statutory declaration of today's date made by all the directors of the Company and the giving of financial assistance taking the form and having the principal terms described in the form 155(6)b of today's date made by all the directors of the Company (notwithstanding such events would constitute the giving of financial assistance (as defined by section 151 of the Act) by the Subsidiary) be and are hereby approved for the purposes of section 155(4) of the Act

#### **AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the special resolutions set out above

The undersigned, each a person entitled to vote on the above resolutions on 19 March 2008 (the "**Circulation Date**"), hereby irrevocably agrees to the special resolutions set out above

Signed   
For and on behalf of  
**Pirtek Europe Holdings Limited**

Dated 19/3/08

A copy of this resolution was provided to the auditors at the same time as to the members

Acknowledged as received

BDO Stoy Hayward LLP

#### **NOTES**

- 1 You can choose to agree to the all of the special 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 it to the Company using one of the following methods
- (a) **By Hand** delivering the signed copy addressed to the directors of the Company at the Company's registered office
  - (b) **Post** returning the signed copy by post to addressed to the directors of the Company at the Company's registered office
  - (c) **Fax** faxing the signed copy to [• ] marked "For the attention of [• ]"

- (d) **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to [• ] Please enter "Written resolutions dated [CIRCULATION DATE]" in the e-mail subject box
- 2 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
  - 3 Once you have indicated your agreement to the resolutions, you may not revoke your agreement
  - 4 Unless, before the end of the period of 28 days beginning on 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 during this date
  - 5 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
  - 6 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