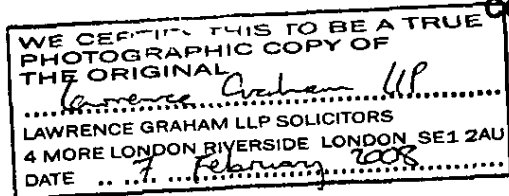


Company Number: 3402949

THE COMPANIES ACT 2006



COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

- of -

THURSDAY



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COMPANIES HOUSE

ADKINS & MATCHETT (UK) LIMITED
(the "Company")

Resolved: 28 January 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed as Special Resolutions

- 1 1 THAT the Company is for all purposes in connection with the financing of the acquisition by CLT Group Limited ("CLT") of circa 80 per cent of the issued share capital of the Company's holding company, The Matchett Group Limited (the "**Acquisition**") hereby authorised to give financial assistance pursuant to sections 155-158 of the Companies Act 1985 (the "**Act**") as such financial assistance is more particularly set out in the sworn statutory declaration of the Directors of the Company on Form 155(6)a, a copy of which is attached hereto (the "**Company Statutory Declaration**") together with statutory auditor's report annexed to the Company Statutory Declaration,
- 1 2 THAT the execution, delivery and performance by the Company of
 - 1 2 1 an accession letter (the "**Accession Letter**") to a multicurrency revolving credit facility agreement (the "**Facilities Agreement**") dated 7 March 2007 made between, inter alia, (1) Wilmington Group Plc (as Borrower and Original Guarantor) (the "**Borrower**"), (2) the Subsidiaries (as Original Guarantors), and (3) Barclays Bank Plc (the "**Bank**") (as Ancillary lender, Original Lender and Agent) up to an aggregate maximum principal amount of £70,000,000 and which sets out the terms on which the Company would provide a guarantee of all the obligations of each Borrower under the Finance Documents (as defined therein),
 - 1 2 2 an accession agreement (the "**Accession Agreement**") to a CAS 2000 master agreement (the "**Overdraft Facility**") dated 26 January 2005 and made between, inter alia, (1) the Bank, (2) Wilmington Group Plc and others (as Participants), and (3) Wilmington Group Plc (as Agent of the CAS Participants) under which in consideration of the Bank agreeing for the purpose of calculating interest, to deduct credit balances from debit balances on the Accounts (as defined therein) to which the Overdraft Facility applies, the Company would authorise the Bank to apply any money standing to its credit against the indebtedness to the Bank on Participants' Accounts (as defined therein),
 - 1 2 3 an accession document (the "**Accession Document**") to a cross guarantee agreement (the "**Cross Guarantee**") dated 26 January 2005 and made between,

inter alia, (1) the Bank, (2) Wilmington Group Plc and others (as Guarantors), and (3) Wilmington Group Plc (as Agent for the Guarantors) under which the Company would guarantee on a joint and several basis all the liabilities now or in the future of all the other Participants (as defined therein) to the Bank, and

- 1 2 4 an intra-group loan agreement (the "**Intra-Group Loan Agreement**") pursuant to which the Company would agree to lend sums of money to Wilmington Group Plc, CLT Group Limited and Waterlow Legal & Regulatory Limited (together the "**Purchasers**") up to a maximum amount of £70,000,000 in order, among other things, to enable the Purchasers to comply with their payment obligations under the Finance Documents (as defined in the Facilities Agreement and including, without limitation, the Overdraft Facility and the Cross Guarantee),

(the Accession Letter, Facilities Agreement, Accession Agreement, Overdraft Facility, Accession Document, Cross Guarantee and Intra-Group Loan Agreement together, the "**Documents**"),

as detailed in the Company Statutory Declaration be and are hereby approved,

- 1 3 THAT the execution, delivery and performance by the Company of the Documents to which it is a party, (together with that of any ancillary documents referred to in any of the foregoing documents) (together, the "**Ancillary Documents**") is for the benefit of and in the best interests of the Company for the purposes of carrying on its business and that there is full and fair consideration by the Company for the obligations it is undertaking in respect thereof,
- 1 4 THAT, notwithstanding that the entering into of the Documents and the Ancillary Documents would constitute financial assistance within Section 151 of the Act the Documents and the Ancillary Documents be and are hereby approved and that subject to the procedures set out in Sections 155-158 of the Act being followed the giving of such financial assistance by the Company be approved. The original Company Statutory Declaration and its annexed auditor's report required by section 156(5) of the Act has been made available to the Members of the Company, and
- 1 5 THAT any act done or document executed pursuant to any of the foregoing paragraphs of this resolution shall be valid, effective and binding upon the Company notwithstanding any limitation on the borrowing or other powers of the directors of the Company contained in or incorporated by reference in the Company's Articles of Association (any such limitation being hereby suspended, waived, relaxed, or abrogated to the extent requisite to give effect to the foregoing resolutions)

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

The undersigned, all of the members of the Company entitled to vote on the above resolutions on 28 January 2008 hereby irrevocably agrees to the Special Resolution

For and on behalf of
THE MATCHETT GROUP LIMITED


Director

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

Acknowledged as received

PKF (UK) LLP

PKF (UK) LLP

NOTES

- 1 If you agree to all 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

By Hand delivering the signed copy to Ahmed Zahedieh at Paulton House, 8 Shepherdess Walk, London N1 7LB

Post returning the signed copy by post to Paulton House, 8 Shepherdess Walk, London N1 7LB

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 by 29 February 2008 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
- 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