

OAKTREE CAPITAL MANAGEMENT LIMITED

MEMBERS' WRITTEN RESOLUTIONS

We, the undersigned, being all the members of the Company who (at the date hereof) would have been entitled to vote upon the resolutions set out below if they had been proposed at a general meeting at which we were present, hereby agree

- (a) pursuant to regulation 53 of Table A (adopted by article 1 1 of the Company's articles of association) to the passing of the resolutions set out below (of which the resolutions numbered 1 and 2 would otherwise be required to be passed as ordinary resolutions and the resolution numbered 3 would otherwise be required to be passed as a special resolution) by way of written resolution, and
- (b) to every variation or abrogation of the rights attaching to any class of shares of which we are a holder involved in or requisite to give effect to such resolutions

THAT:

- 1 the share capital of the Company be increased to £11,600,000 by the creation of an additional 2,500,000 ordinary shares of £1 each identical to and ranking pari passu with the existing ordinary shares of £1 each in the capital of the Company,
- 2 the directors be generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) up to an aggregate nominal amount of £2,500,000 This authority shall expire on the date which is five years from the date of this resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired. This authority shall be in substitution for and shall replace any existing authority pursuant to the said section 80 of the Act to the extent not utilised at the date this resolution is passed,
- 3 subject to the passing of the resolution numbered 2, the directors be empowered to allot equity securities (as defined in section 94(2) of the Companies Act 1985) of the Company pursuant to the authority conferred by such resolution as if the pre-emption provisions set out in article 2 2 of the Company's articles of association did not apply to any such allotment This power shall expire on the date which is five years from the date of this resolution save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired


Signed by 

Oaktree Capital Management (Cayman), L P as sole member of
Oaktree International Holdings, LLC

Date 25 May 2007

TUESDAY

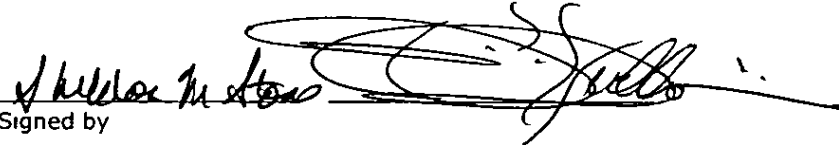


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COMPANIES HOUSE

No 3592405

OAKTREE CAPITAL MANAGEMENT LIMITED

MEMBERS' WRITTEN RESOLUTIONS


Signed by

Oaktree Capital Management (Cayman), L P as sole member of
OCM UK Holdings, LLC

Date 25 May 2007