

Company Number: 3724890

The Companies Act 1985

and

The Companies Act 1989

Company Limited by Shares

Written Resolution of the class of ordinary shareholders

of

Esh Holdings Limited

("the Company")



We, the undersigned, being at least 75% of the ordinary shareholders of the Company do hereby declare the following resolution to have been passed as a written resolution of the ordinary shareholders:

**Written Resolution**

That pursuant to and in accordance with article 7 of the articles of association of the Company ("the Articles") the holders of the ordinary shares hereby sanction and approve:

1. the amendment to the articles of association of the Company in accordance with the written resolution in the form attached to this written resolution passed by the Company; and
2. the variation of the rights of the ordinary shareholders of the Company effected by the disapplication of pre-emption rights contained in the amended articles of association.

Date	Member	Signature
3/6/05	Andrew Pickett	<i>Andrew Pickett</i>
3/6/05	Anthony Carroll (snr)	<i>a J Carroll</i>
3/6/05	Brian Manning	<i>B Manning</i>
3/6/05	John Lumsden (snr)	<i>John Lumsden</i>
3/6/05	Stephen Bass	<i>Stephen Bass</i>
3/6/05	Fred Gressman	<i>Fred Gressman</i>
3/6/05	Vestbrown Limited	<i>Vestbrown Limited</i>

**The Companies Act 1985**

**and**

**The Companies Act 1989**

**Company Limited by Shares**

**Written Resolution of the class of non-voting ordinary shareholders**

**of**

**Esh Holdings Limited**

**("the Company")**

We, the undersigned, being at least 75% of the non-voting ordinary shareholders of the Company do hereby declare the following resolution to have been passed as a written resolution of the non-voting ordinary shareholders:

**Written Resolution**

That pursuant to and in accordance with article 7 of the articles of association of the Company ("the Articles") the holders of the non-voting ordinary shares hereby sanction and approve:

1. the amendment to the articles of association of the Company in accordance with the written resolution, in the form attached to this written resolution, passed by the Company; and
2. the variation of the rights of the non-voting ordinary shareholders of the Company effected by the disapplication of pre-emption rights contained in the amended articles of association.

Date	Member	Signature
3/6/05	Judith Bass	JMBass
3/6/05	Anthony Carroll (snr)	a T Carroll
3/6/05	Marie Gressmann	mgressmann
3/6/05	John Lumsden (snr)	John Lumsden
3/6/05	Susan Manning	S Manning
3/6/05	Amanda Pickett	A-Pickett
3/6/05	Vestbrown Limited	WJ

**The Companies Act 1985**

and

**The Companies Act 1989**

**Company Limited by Shares**

**Written Resolution of the class of cumulative preference shareholders**

of

**Esh Holdings Limited**

**("the Company")**

We, the undersigned, being at least 75% of the cumulative preference shareholders of the Company do hereby declare the following resolution to have been passed as a written resolution of the cumulative preference shareholders:

**Written Resolution**

That pursuant to and in accordance with article 7 of the articles of association of the Company ("the Articles") the holders of the cumulative preference shares hereby sanction and approve:

1. the amendment to the articles of association of the Company in accordance with the written resolution, in the form attached to this written resolution, passed by the Company; and
2. the variation of the rights of the cumulative preference shareholders of the Company effected by the disapplication of pre-emption rights contained in the amended articles of association.

Date	Member	Signature
3/6/05	Judith Bass	JMBass
3/6/05	Anne Carroll	A. Carroll
3/6/05	Anthony Carroll (snr)	A J Carroll
3/6/05	Marie Gressmann	me gress
3/6/05	Maureen Lumsden	M Lumsden
3/6/05	John Lumsden (snr)	J Lumsden
3/6/05	Susan Manning	S Manning
3/6/05	Amanda Pickett	A. Pickett
3/6/05	Vestbrown Limited	WJH

**Company Number: 3724890**




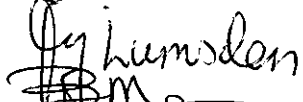
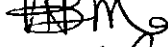

**The Companies Act 1985**  
**and**  
**The Companies Act 1989**  
**Company Limited by Shares**  
**Written Resolution**  
**of**  
**Esh Holdings Limited**  
**("the Company")**

We, the undersigned, being all the members of the Company entitled to receive notice of and attend and vote at general meetings of the Company in accordance with regulation 53 of the Companies Act 1985 Table A do hereby declare the following resolution to have been passed as a written resolution to take effect as a special resolution as if it had been passed at a general meeting of the Company duly convened and held:

**Special Resolution**

That Article 6.9 of the current articles of association shall be deleted and replaced in its entirety with the following new Article 6.9.

- 6.9 If any person (other than a permitted transferee pursuant to Article 5.3) shall become entitled to any shares by reason of the death or bankruptcy of any member or if any person (other than an Original Member who has reached fifty five years of age) being a full time employee of the Company or any of its subsidiaries (as the expression is defined in Section 736 of the Act) ceases to be employed by the Company or one of its subsidiaries for whatever reason other than death he shall forthwith give to the Company notice in writing to that effect, and if that person shall fail to give such notice the Directors may give the notice on his behalf and all the foregoing provisions of this Article in relation to a Transfer Notice and the procedure to be adopted following the service of such a Transfer notice shall apply mutatis mutandis to a notice given pursuant to this Article and which shall be deemed to be a Transfer Notice in respect of all of the Shares to which such person has become entitled provided always that if an employee of the Company or one of its subsidiaries who is not an Original Member shall cease to be employed by the Company or such subsidiary within five years of the date upon which he was entered on the register of members of the Company as a member the price per Preference Share and Non Voting Ordinary Share held by him, which becomes the subject of Transfer Notice, shall be the amount paid up as such Preference Share or Non Voting Ordinary Share only and the provision of Article 6.2.2 and 6.2.3 shall not apply and the employee shall, if directed by the Company, be obliged to transfer his shares to the trustee of any employee share trust or other person or persons nominated by the Directors at their absolute discretion and the pre-emption provisions contained in Article 6 shall not apply to such transfer or transfers and the payment of the share price to such employee shall not be made until such fifth anniversary of the date upon which he was entered on the register of members of the Company as a new member (unless otherwise decided by the Directors in their absolute discretion). If the employee defaults in such transfer the Directors shall be entitled to authorise any person (who shall be deemed to be the attorney of the employee for that purpose) to execute in favour of the trustees of the employee benefit trust or other person or persons nominated by the Directors a transfer or transfers of the employee's shares and shall be entitled to enter the names of such transferees in the register of members as the holder or holder of those shares.

Date	Member	Signature
3/6/05	Stephen Bass	
3/6/05	Anthony Carroll (snr)	
3/6/05	Fred Gressman	
3/6/05	John Lumsden (snr)	
3/6/05	Brian Manning	
3/6/05	Andrew Pickett	
3/6/05	Vestbrown Limited	