



RM 27/07/2010 12
COMPANIES HOUSE

Company no. 4055894

DELPHIS EBT 1999 LIMITED

("Company")

WRITTEN RESOLUTIONS: CIRCULATED ON 19 JUL 2010

Note: This document is important and requires your immediate attention.
Please read the explanatory statement to members before signifying your agreement to the resolutions in this document.

EXPLANATORY STATEMENT TO SOLE MEMBER

1. NATURE OF WRITTEN RESOLUTIONS

- 1 1 This document contains proposed written resolutions of the Company for approval by you as the sole eligible member of the Company. The resolutions are proposed as special resolutions and each requires you to vote in favour of it to be passed.
- 1 2 The following documents relating to the resolutions are supplied with these resolutions:
 - 1 2 1 a supplemental agreement dated 26 April 2010 ("**Supplemental Senior Facilities Agreement**") amending and restating a senior facilities agreement dated 12 August 2008 between, *inter alios*, 2e2 Group Limited ("**Parent**"), 2e2 Limited ("**Borrower**"), Royal Bank of Canada Europe Limited as the facility agent ("**Facility Agent**") and the security agent ("**Security Agent**"), Bank of Scotland plc, Barclays Leveraged Finance, HSBC Bank plc, Lloyds TSB Bank plc and RBC Capital Markets as mandated lead arrangers ("**Arrangers**"), and certain Lenders (as defined therein) as amended from time to time including by an amendment letter dated 26 September 2008, an amendment agreement dated 10 October 2008 and an amendment letter dated 23 December 2009 ("**Amended and Restated Senior Facilities Agreement**"),
 - 1 2 2 a supplemental agreement dated 26 April 2010 ("**Supplemental Mezzanine Facility Agreement**") amending and restating a mezzanine facility agreement dated 12 August 2008 between, *inter alios*, the Parent, the Borrower, Royal Bank of Canada Europe Limited as the mezzanine agent ("**Mezzanine Agent**") and the security agent, HSBC Bank plc and RBC Capital Markets as mandated lead arrangers, and certain Lenders (as defined therein) as amended from time to time including by an amendment letter dated 26 September 2008, an amendment agreement dated 10 October 2008 and an amendment letter dated 23 December 2009 ("**Amended and Restated Mezzanine Facility Agreement**"),
 - 1 2 3 a supplemental agreement dated 26 April 2010 ("**Intercreditor Amendment Agreement**") amending and restating an intercreditor agreement dated 12 August 2008 between, *inter alios*, the Parent, the Borrower, Royal Bank of Canada Europe Limited as the senior agent, the mezzanine agent and the security agent, the other Original Obligors (as defined therein) and the Creditors (as defined therein) ("**Amended and Restated Intercreditor Agreement**"),
 - 1 2 4 a composite debenture dated 10 October 2008 between the Parent, the Original Chargors (as defined therein) and the Security Agent ("**Group Debenture**"),

- 1 2 5 a composite guarantee and debenture dated 21 June 2010 between 2e2 Investments Limited ("**Investments**"), the Chargors (as defined therein) and the PIK Security Agent (as defined therein) ("**PIK Debenture**"),
- 1 2 6 a composite accession letter from the Parent, the Company and certain of its subsidiaries ("**Target Group**"), addressed to the Facility Agent, pursuant to the terms of which the Company would accede as an additional guarantor to the Amended and Restated Senior Facilities Agreement ("**SFA Accession Letter**"),
- 1 2 7 a composite accession letter from the Parent, the Company and certain other members of the Target Group, addressed to the Mezzanine Agent, pursuant to the terms of which the Company would accede as an additional guarantor to the Amended and Restated Mezzanine Facility Agreement ("**MFA Accession Letter**"),
- 1 2 8 a composite accession deed from the Company and certain other members of the Target Group, addressed to the Security Agent, pursuant to the terms of which the Company would accede as an additional obligor to the Intercreditor Agreement ("**ICA Accession Deed**"),
- 1 2 9 a composite accession deed between the Parent, the Company, certain other members of the Target Group and the Security Agent, pursuant to the terms of which the Company would accede as an additional chargor to the Group Debenture ("**Group Debenture Accession Deed**"), and
- 1 2 10 a composite accession deed between Investments, the Company, certain other members of the Target Group and the PIK Security Agent pursuant to the terms of which the Company would accede as an additional chargor to the PIK Debenture ("**PIK Debenture Accession Deed**"),

(each a "**Finance Document**", together the "**Finance Documents**")

2. PERIOD TO APPROVE WRITTEN RESOLUTIONS

If the Company has not received your agreement to pass the resolutions by *15 August* 2010 (being 28 days from the date the resolutions were first circulated to you), the resolutions will lapse

3. ACTION REQUIRED IF YOU WISH TO APPROVE THE RESOLUTIONS

Please signify your agreement to the resolutions by completing your details and signing and dating the document in the boxes provided and returning it to the Company by delivering your signed and dated document by hand or by post to the Company's registered address marked "For the attention of the directors"

Once you have signified your agreement to the resolutions, you cannot revoke it. Please ensure that your agreement reaches us no later than the close of business on *15 August* 2010

4. ACTION REQUIRED IF YOU DO NOT WISH TO AGREE TO THE RESOLUTIONS

You do not have to do anything Failure to respond will not be treated as agreement to the resolutions