

Company No 04277337

MAGNUM EALING NOMINEE 2 LIMITED
(the "Company")

Written resolution of the Company pursuant to
s 281 and Part 13 Ch 2 Companies Act 2006

Date 9 MARCH 2012

SATURDAY



A09 *A16DMIM0* 07/04/2012 #224
COMPANIES HOUSE

In accordance with Part 13 Ch 2 Companies Act 2006, the sole director of the Company proposes the following written resolution, which is proposed as a special resolution (the "**Special Resolution**")

Terms and expressions defined in the Facility Agreement (as defined below) shall bear the same meaning in this resolution

SPECIAL RESOLUTION

THAT, in connection with

- 1 An accession deed (the "**Accession Deed**") pursuant to which it is proposed that the Company accede to a term facility agreement (the "**Facility Agreement**") dated 9 March 2012 between, among others, Gilmour S à r l as borrower (1) and Lloyds TSB Bank plc (the "**Bank**") in its capacity as agent, arranger, hedge counterparty, original lender and security trustee (2),

pursuant to which the Company will

- (a) guarantee to each Finance Party punctual performance by each Obligor of all that Obligor's liabilities under the Finance Documents,
- (b) undertake with each Finance Party that whenever an Obligor does not pay any amount when due under any Finance Document, it shall immediately on demand pay that amount as if it was the principal obligor, and
- (c) agree with each Finance Party that if any amount claimed by a Finance Party is not recoverable on the basis of a guarantee, it will indemnify that Finance Party against any cost, loss or liability it incurs as a result of an Obligor not paying an amount when due (the amount payable by the Company not to exceed the amount it would have had to pay if the amount claimed had been recoverable on the basis of a guarantee), and

- 2 A deed of admission (the "**Deed of Admission**") pursuant to which it is proposed that the Company accede to an omnibus guarantee and set off agreement (the "**OGSA**") dated 9 March 2012 between, inter alia, the Borrower and the Bank, pursuant to which the Company will provide certain guarantees in favour of the Bank,

(the above obligations being together the "**Guarantees**"),

the sole member of the Company hereby approves and authorises, for all purposes, the terms of, the arrangements contemplated by, and the execution, delivery and performance by the Company of each of the following documents

- 3 the Accession Deed,
- 4 the Deed of Admission,
- 5 resolutions of the board of directors of the Company to approve, amongst other things, the entry by the Company into the Finance Documents to which it is a party, and

6 a certificate addressed to the Bank as agent to be signed by the board of directors of the Company certifying and confirming various matters

THAT any act done or document executed pursuant to this resolution shall be valid, effective and binding on the Company

AND THAT providing the Guarantees, the execution of the documents numbered 3 - 6 above, the transactions contemplated thereby and the assumption of its obligations thereunder are of material commercial benefit and advantage to the Company and are in the best interests of the Company and that the approval of the Company to enter into such documents is given and authorised

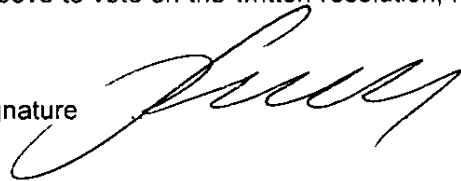
Please read the notes at the end of this document before signifying your agreement to the written resolution.

The undersigned, a person entitled on the date set out above to vote on the written resolution, hereby irrevocably agrees to the Special Resolution

Signed by STEPHEN GRAY

(print name of signatory)

Signature



for and on behalf of **Dorset London West Limited**

Date 9 MARCH 2012

NOTES

Procedures for signifying agreement

- 1 If you agree to the Special Resolution, please signify your agreement by signing and dating this document where indicated above and returning it to the Company

If you do not agree to the Special Resolution, you do not need to do anything. You will not be deemed to agree if you do not reply.

Period for agreeing to written resolution

- 2 Unless, by the end of the period 28 days beginning with the circulation date (subject to the Company's articles of association), your agreement has been received, the Special Resolution it will lapse. If you agree to the Special Resolution, please ensure that your agreement reaches us before or on that date. Your agreement will be ineffective if received after that date.

Other

- 3 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.