

No. 4439718

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION

-of-

REDWOOD 2002 LIMITED

At an Extraordinary General Meeting of the Company held at 10 Norwich Street, London, EC4A 1BD on 12 July 2002 at ~~am/pm~~, the following Resolution was passed as an ~~Ordinary~~ *Special* Resolution. *Di Co Sec.*

RESOLUTION

THAT:-

- 1 in accordance with Section 80 of the Companies Act 1985 ("the Act"), the directors of the Company be and are hereby generally and unconditionally authorised to allot and issue the whole of the authorised but unissued share capital of the Company in accordance with the terms of the investment agreement entered into earlier today between the Company (1), Keith Attwood and others (2), Michael Hassall and another (3), 3i Group plc and others (4) and 3i Investments plc (5), such authority to expire on the fifth anniversary of the date of this resolution; and
- 2 in accordance with Section 95(1) of the Act the directors be and are hereby given power to allot equity securities (as defined in Section 95(2) of that Act) pursuant to the authority conferred by paragraph (1) above as if Section 89(1) of that Act did not apply to such allotment, such power to expire on the fifth anniversary of the date hereof.

[Signature]
Director/ Secretary

