

No. 4476205

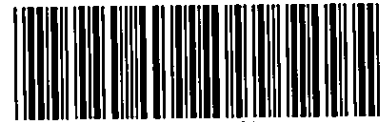
THE COMPANIES ACT 2006

WRITTEN RESOLUTION

-of-

NETWORK PARTNERS (HOLDINGS) LIMITED  
(the "Company")

MONDAY

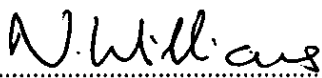


A16 \*AIQXF879\* 147  
16/03/2009  
COMPANIES HOUSE

Record of a written resolution agreed to in accordance with Chapter 2, Part 13 of the Companies Act 2006 which has effect as if passed by the Company in General Meeting.

It is recorded that:

1. The written resolution (the "**resolution**"), a copy of which is attached, was signed by or on behalf of all of the members of the Company who, at the date of the resolution, was entitled to attend and vote at a general meeting of the Company.
2. The resolution was signed by all of the members of the Company on **21** August 2008.

  
.....  
Director/~~Secretary~~

**NETWORK PARTNERS (HOLDINGS) LIMITED**

**COMPANY NUMBER: 4476205**

**ATTACHMENT TO WRITTEN RESOLUTION**

—  
THAT the execution, delivery and performance of the following documents by the Company is in its best interests and is also to its commercial benefit, and the terms thereof and the transactions contemplated thereby are approved:

- (a) an English law guarantee (the "**Guarantee**") to be entered into between, amongst others, the Company in favour of Anglo Irish Bank Corporation plc (the "**Bank**") pursuant to which the Company will guarantee, jointly and severally with the other guarantors, the obligations of the ID Obligors under the ID Finance Documents and will give certain indemnities to the Bank;
- (b) an English law debenture to be entered into between, amongst others, the Company in favour of the Bank creating fixed and floating charges over all the Company's undertakings, property and assets and assignments by way of security in order to secure all the Company's liabilities under and in connection with the ID Finance Documents (including its obligations under the Guarantee); and
- (c) all other deeds, certificates, instruments, notices, consents, requests and other documents to be entered into in connection with the documents listed at (a) to (b) above.

Terms used in these resolutions shall, unless defined herein bear the same meaning as in the invoice discounting master deed to be entered into on or about the date hereof between Calyx UK Limited and the Bank.