

NETWORK PARTNERS (HOLDINGS) LIMITED (THE "COMPANY")

COMPANY NUMBER 04476205

**PRINT OF WRITTEN RESOLUTIONS OF THE COMPANY
PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006
PASSED ON/3rd OCTOBER 2008**

The following written resolutions having been duly proposed by the directors of the Company were duly passed by the Company as ordinary resolutions

ORDINARY RESOLUTIONS

- 1 **THAT** the Company enters into those of the following documents to which it is a party (together the "Relevant Documents")
 - 1 1 the Amended and Restated Facilities Agreement,
 - 1 2 the Confirmation Deed
 - 1 3 the English Debenture Accession Deed,
 - 1 4 the Irish Confirmation Deed,
 - 1 5 the Irish Debenture Accession Deed,
 - 1 6 the Irish Accession letter;
 - 1 7 the Northern Irish Confirmation Deed,
- 2 **THAT** the Directors have authority to approve the terms of, and the transactions contemplated by, the Relevant Documents and any related or ancillary document
- 3 **THAT** none of the Directors who are also directors of any other group company shall infringe their duty to avoid a situation in which he or she has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company as a result of such companies entering into or otherwise being interested in some or all of the Relevant Documents and/or the transactions contemplated thereby
- 4 **THAT** the giving of the guarantee by the Company under the Amended and Restated Facilities Agreement, the confirmation under the Confirmation Deed (and, if relevant, the Irish Confirmation Deed and/or the Northern Irish Confirmation Deed), of the security given by the Company pursuant to the Original Security Documents and the entry into by the Company of the proposed transactions substantially on the terms set out in the Relevant Documents will promote the success of the Company for the benefit of its members as a whole, is in the best interests of the Company and it also to its commercial benefit



5 **THAT** these resolutions have effect notwithstanding any provision of the Company's Articles of Association

Signed *N. Williams*

[Director/~~Secretary~~]

for and on behalf of Network Partners Holdings Limited