

Company No. 4513083



THE COMPANIES ACTS 1985-1989
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
DIRECT GROUP HOLDINGS LIMITED ("the Company")

DATED: 5 JULY 2005

WE, the undersigned, being all the members of the Company entitled to receive notice of and to attend and vote at a general meeting of the Company in respect of the Resolutions set out below do hereby agree to and make the following Resolutions pursuant to section 381A Companies Act 1985 which shall have effect as Special Resolutions and be as valid and effective for all purposes as if the same had been duly passed at a general meeting of the Company duly convened and held:

SPECIAL RESOLUTIONS

1. That the authorised share capital of the Company be and it is hereby increased from £5,900,134 to £5,906,423 by the creation of 6,289 A Ordinary Shares of £1 each having the rights and being subject to the restrictions for shares of that class as set out in the Articles of Association of the Company.
2. That:
 - 2.1 the Directors of the Company be and they are hereby authorised pursuant to section 80 of the Companies Act 1985 generally and unconditionally to exercise each and every power of the Company to allot relevant securities (as defined in that section) up to a maximum amount in nominal value which when aggregated with the nominal value of all shares in issue on the date of this Resolution shall equal £5,900,134, such authority to expire on 30 April 2010;
 - 2.2 the Company be and it is hereby allowed to make before the authority conferred by this Resolution has expired one or more offers or agreements which would or might require relevant securities (as so defined) to be allotted after this authority has expired and the Directors be and they are hereby permitted to allot relevant securities (as so defined) after the authority conferred by this Resolution has expired in pursuance of each and every such offer or agreement made by the Company; and
 - 2.3 the authority conferred by this Resolution be and it is in substitution for each (if any) other authority already given pursuant to the said section 80 and each (if any) such earlier authority is hereby revoked but without prejudice to the

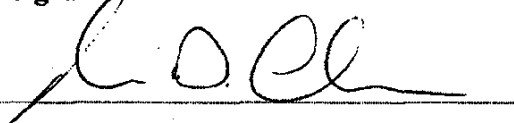
validity of any allotment, offer or agreement made pursuant to any such earlier authority before the date upon which this Resolution is passed.

3. That the Directors (being generally authorised by the Resolution numbered 2 above for the purposes of section 80 of the Companies Act 1985) be and they are hereby unconditionally empowered pursuant to section 95 of the Companies Act 1985 to allot or agree to allot the entire unissued share capital of the Company and that the provisions of sections 89 and 90 of the Companies Act 1985 shall not apply to any such allotment or agreement to allot provided that this authorisation shall expire on 30 April 2010.

Name of Shareholder

Signature

Nigel Clack



Geoffrey Woodhead



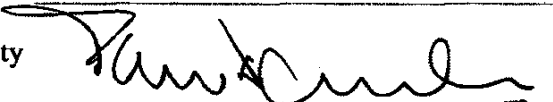
Barclays Private Equity European Fund 'A'
acting by its manager, Barclays Private Equity
Limited acting by its duly authorised attorney



Barclays Private Equity European Fund 'B'
acting by its manager, Barclays Private Equity
Limited acting by its duly authorised attorney



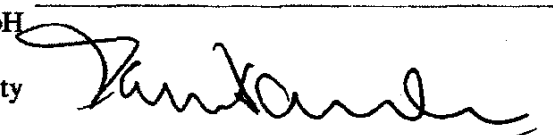
Barclays Private Equity European Fund 'C'
acting by its manager, Barclays Private Equity
Limited acting by its duly authorised attorney



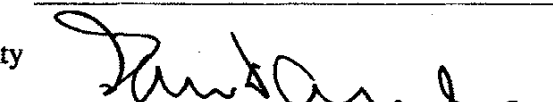
Barclays Private Equity European Fund 'D'
acting by its manager, Barclays Private Equity
Limited acting by its duly authorised attorney



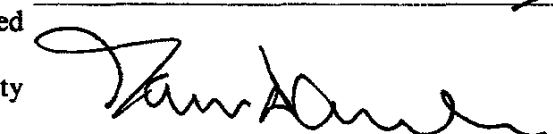
Barclays Private Equity European Fund GmbH
and CO KG
acting by its manager, Barclays Private Equity
Limited acting by its duly authorised attorney



BPE European Partner LP
acting by its manager, Barclays Private Equity
Limited acting by its duly authorised attorney



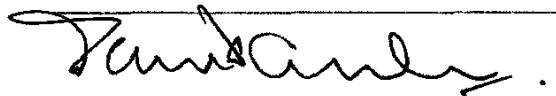
Barclays Private Equity PVL Partnership
acting by its manager, Barclays Private Equity
Limited acting by its duly authorised attorney



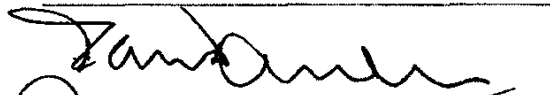
Barclays Industrial Investments Limited
acting by its duly authorised attorney



Clink Street Nominees Limited
acting by its duly authorised attorney



Parallel Ventures Nominees No 2 Limited
acting by its duly authorised attorney



Eurovent Societe Civile
acting by its duly authorised attorney

