

(Registered No: 4569313)

COMPANIES ACTS 1985 AND 1989

VOLUTION HOLDINGS LIMITED

(the "Company")

PRIVATE COMPANY LIMITED BY SHARES



COMPANIES HOUSE 11/07/2006

**SHAREHOLDERS' WRITTEN RESOLUTIONS
PURSUANT TO THE
ARTICLES OF ASSOCIATION
OF THE COMPANY**

We, the undersigned, being all the members of the above named Company entitled to receive notice of and attend and vote at a general meeting of the Company hereby resolve and agree that the following resolutions, in accordance with s.381A and schedule 15A of the Companies Act 1985 (as amended) (the "**Act**"), shall have effect as Written Special Resolutions of the Company.

SPECIAL RESOLUTIONS

1. THAT, subject to compliance with Sections 155 to 158 of the Act, the financial assistance within the meaning of sections 151 to 152 of the Act which it is proposed that the Company shall give to Darwin Mezzanine Limited ("**Darwin Mezzanine**") in connection with its proposed acquisition of the entire issued share capital of the Company (the "**Current Acquisition**") and indirectly to Volution Limited in connection with its previous acquisition of Vent-Axia Group Limited (the "**Original Acquisition**") (the Original Acquisition and the Current Acquisition being together the "**Acquisitions**") and the financial assistance which is proposed be and is hereby approved; and
2. THAT the terms of, and the transactions contemplated by, and the execution, delivery and performance by the Company of the obligations contained in the following documents (and the payment of any costs, fees and expenses incurred in connection with the Current Acquisition) is for the benefit of and in the interests of the Company and is hereby approved (notwithstanding that such execution, delivery or performance constitutes financial assistance as set out in the Act):
 - (a) a senior term and revolving facilities agreement (the "**Senior Facilities Agreement**") to be made between Darwin Mezzanine (as Original Borrower), the companies listed in part 1B of schedule 1 to it (as Original Guarantors), The Royal Bank of Scotland plc ("**RBS**") (as Arranger), the financial institutions listed in part 2 of schedule 1 to it (as Original Lenders), RBS (as Agent), RBS (as Security

Trustee) and RBS (as Issuing Bank) (each such term as defined therein) whereby, subject to terms and conditions set out therein, the Original Lenders have agreed to make available to Darwin Mezzanine term loan facilities and a revolving credit facility in an aggregate amount not exceeding £115,000,000 for the purposes of funding in part the Current Acquisition and related costs and expenses, refinancing certain existing borrowings including borrowings incurred for the purpose of the Original Acquisition, paying breakage costs and any other costs related to such refinancing and towards the general corporate and working capital purposes of the Group (as defined therein);

- (b) an accession letter (the “**Senior Accession Letter**”) whereby the Company agrees to accede to the Senior Facilities Agreement as an Additional Borrower and an Additional Guarantor (as such terms are defined in the Senior Facilities Agreement);
- (c) a mezzanine facility agreement (the “**Mezzanine Facility Agreement**”) to be made between Darwin Mezzanine (as Original Borrower), the companies listed in part 1B of schedule 1 to it (as Original Guarantors), RBS (as Arranger), the financial institutions listed in part 2 of schedule 1 to it (as Original Lenders), RBS (as Agent) and RBS (as Security Trustee) (each such term as defined therein) whereby, subject to terms and conditions set out therein the Original Lenders have agreed to make available to Darwin Mezzanine a mezzanine loan in an aggregate amount not exceeding £17,500,000 for the purpose of funding in part the Current Acquisition and related costs and expenses, refinancing certain existing borrowings of the Group including borrowings incurred for the purpose of the Original Acquisition;
- (d) an accession letter (the “**Mezzanine Accession Letter**”) whereby the Company agrees to accede to the Mezzanine Facility Agreement as an Additional Guarantor (as such terms are defined in the Senior Facilities Agreement) (the Senior Accession Letter and the Mezzanine Accession Letter shall together be referred to as the “**Accession Letters**”);
- (e) a debenture (the “**Debenture**”) to be made between the Company and RBS as Security Trustee (as defined therein) for the persons described therein;
- (f) an intercreditor agreement (the “**Intercreditor Agreement**”) to be made between Darwin Mezzanine, RBS (as Security Trustee), RBS (as Senior Arranger), RBS (as Senior Facility Agent), RBS (as Senior Issuing Bank) and the financial institutions listed in schedule 1 to it (as Original Senior Lender), RBS (as Mezzanine Arranger), RBS (as Mezzanine Facility Agent) and the financial institutions listed in schedule 2 to it (as Original Mezzanine Lender), the companies listed in schedule 3 to it (as Original Guarantors) and Darwin Bond Limited (as Holdco) (as each term is defined therein) establishing the priorities in accordance with which the Senior Liabilities, Mezzanine Liabilities, Hedging Liabilities, Equity Liabilities and Structural Intra-Group Liabilities (as all defined therein) are to rank;
- (g) an ancillary facilities letter together with a standard form guarantee (the “**Ancillary Facilities Documents**”) to be made between Darwin Mezzanine, the Company and certain other members of the Group (as Borrowers) and RBS (as ancillary lender) whereby subject to the terms and conditions set out therein RBS agrees to make available certain banking facilities for working capital purposes and

(h) an intra-group funding agreement (the **“Intra-Group Funding Agreement”**) to be entered into by the Company and others as lenders and Darwin Mezzanine as borrower enabling Darwin Mezzanine to be put in funds as and when required and from time to time in order to meet its payment obligations under the Finance Documents (as defined in the Senior Facilities Agreement) and in connection with the Acquisition Agreement (as each term is defined in the Senior Facilities Agreement); and

(i) an intercompany loan agreement (the **“Intercompany Loan Agreement”**) between the Company and Volution Limited.

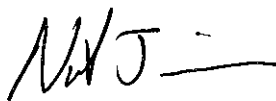
- We confirm that a copy of the directors' statutory declarations made pursuant to section 155(6) of the Act and related auditors' reports have been supplied to us at or before the time at which this document was supplied to us for signature (in accordance with paragraph 4 of schedule 15A to the Act).

Attachments:

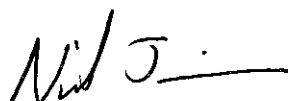
- Dated: 6 July 2006

N.J.

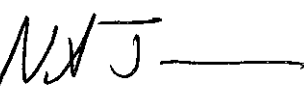
Signed by
as attorney for **NICO HELLING**

) 

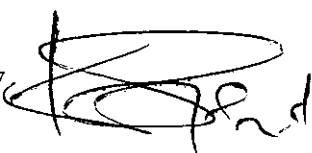
Signed by
as attorney for **PETER KROHA**

) 

Signed by
as attorney for **DENIS LEROY**

) 

Signed by



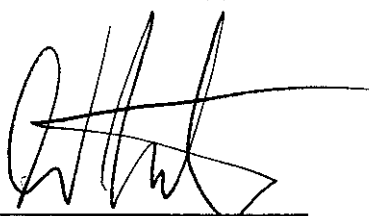
KEVIN SARGEANT

Signed by



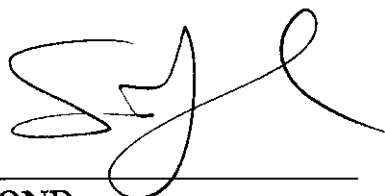
SIMON CLEWS

Signed by



LEE RUTTER

Signed by



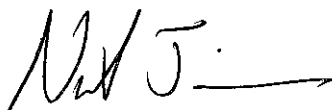
STEVE DIAMOND

Signed by



AUSTEN D REID

Signed by
as attorney for **IAN DUNCAN**

) _____
