

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

LINDMAN GROUP LIMITED (the "Company")

PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006

We, the undersigned, being the sole member of the Company entitled to attend and vote at general meetings of the Company, **HEREBY RESOLVE**, to pass the following resolutions as special resolutions:

1. that the terms of, and the transactions and matters and the giving of a guarantee and security contemplated by, and the execution, delivery and performance by the Company of:
 - (A) an accession letter to the US\$280,000,000 term and revolving credit facilities agreement dated 19 March 2007 (as amended and restated on 26 April 2007 between, among others, Jasper Acquisition Holdings Limited as original borrower, Lupus Capital plc as guarantor, the guarantors named therein, HSBC Bank plc, Bank of Scotland plc (formerly the Governor and Company of the Bank of Scotland) and The Royal Bank of Scotland plc as mandated lead arrangers and Bank of Scotland plc as agent and security trustee (the "**Jasper Facility**")
 - (B) an amendment and restatement agreement relating to the Jasper Facility;
 - (C) a security agreement relating to the Jasper Facility; and
 - (D) any additional documentation required to be entered into by the Company in relation to the Jasper Facility,

will materially benefit and are in the best interests of the Company and, as a result, be and are hereby approved.

2. that the Articles of Association of the Company be and are hereby amended as follows:

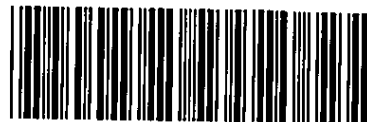
by the insertion of a new sub-clause 12.2 after sub-clause 12.1:

"Notwithstanding Article 12.1, the directors are not permitted to decline to register any transfer of any share to Bank of Scotland Plc or its nominee during any period when Bank of Scotland Plc is the beneficiary of a security interest over the Company's shares."

3. that the Directors have authority and be directed to:

- (A) approve the terms of, and the transactions contemplated by, the documents referred to in Resolution 1 above and any related or incidental documentation or transaction; and

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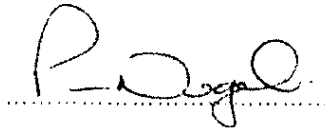
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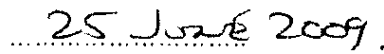
COMPANIES HOUSE

(B) execute or arrange for the execution of, all such documents for and on behalf of the Company.

By order of the board:

A handwritten signature in black ink, appearing to read "P. Angel", written over a dotted line.

Director/Secretary

A handwritten date "25 June 2009" in black ink, written over a dotted line.

Date

**INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4)
OF THE COMPANIES ACT 2006**

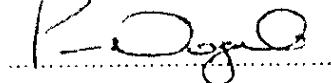
1. Eligible members are the members who would have been entitled to vote on the resolutions on the circulation date of the written resolutions.
2. The circulation date of the written resolutions is 25 June 2009 (the "Circulation Date").
3. The procedure for signifying agreement by an eligible members to written resolutions is as follows:
 - (A) A member signifies his agreement to proposed written resolutions when the company receives from him (or someone acting on his behalf) an authenticated document –
 - (i) identifying the resolutions to which it relates, and
 - (ii) indicating his agreement to the resolutions.
 - (B) The document must be sent to the company in hard copy form or in electronic form.
 - (C) A member's agreement to written resolutions, once signified, may not be revoked.
 - (D) Written resolutions are passed when the required majority of eligible members have signified their agreement to them.
4. The period for agreeing to the written resolutions is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006).

AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION

We, LSSD UK Limited, being the sole member of the Company:

1. confirm that we have received a copy of the above written resolutions in accordance with section 291 of the Companies Act 2006; and
2. hereby resolve and agree that the above resolutions are passed as written resolutions pursuant to Section 288 of the Companies Act 2006 and that such resolutions shall take effect as special resolutions.

For and on behalf of LSSD UK Limited



Director/Secretary/Duly Authorised Signatory

25 June 2009.

Date