

SPALDINGS LIMITED

(Registered in England – No. 04897291)

Written Resolution

(Passed 20 March 2007)

We, the undersigned, being all the members of the Company or their duly authorised representatives, who are at the date hereof entitled to attend and vote at a general meeting of the Company, hereby pass the following resolutions in writing (to have effect as special resolutions) pursuant to section 381A, Companies Act 1985 (as amended):

Special Resolutions

- 1 That the financial assistance which it is proposed that the Company shall give in connection with the acquisition of shares in the Company by 3i Group Plc (particulars of which assistance are contained in the Statutory Declarations made this day by the Directors of the Company, copies of which, together with the annexed auditors reports have been supplied to us for inspection at or before the time that this written resolution was supplied to us for signature) be and is hereby approved.
- 2 That the entry into the documentation in order to give the financial assistance and the giving of the financial assistance is in the best interests and to the benefit of the Company, and as such the entry into such documentation is hereby approved.

Dated: 20 March 2007

Signature: 

Name: Stephen Charles Constable

Date: 20/03/2007

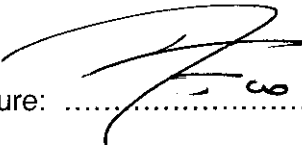
Signature: 

As ATTORNEY FOR
M.C. FETHERSTON-DILKE.

Name: Michael Charles Fetherston Dilke

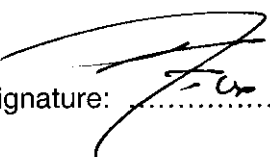
Date: 20/03/2007



Signature: 

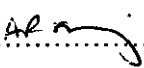
Name: David Andrew Fox

Date: 20/03/2007

Signature:  AS ATTORNEY FOR
C. E. N. HOWARD,

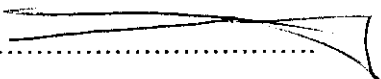
Name: Christopher Edward Newsum Howard

Date: 20/03/2007

Signature: 

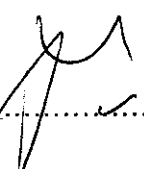
Name: Alan Roy King

Date: 20/3/2007

Signature: 

Name: Catherine Locking

Date: 20/03/2007

Signature: 

Name: John Harold Sorby

Date: 20/3/2007