

Company No. 5069235

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

ANTLER HOLDINGS LIMITED

At an extraordinary general meeting of the Company held on 19 July 2006 the following resolutions were duly passed a special resolution and an ordinary resolution as designated below

1 ORDINARY RESOLUTION

That the authorised share capital of the Company be and it is hereby increased from £1,000 to £1,062 by the creation of an additional 6,200 "A" ordinary shares of 1 penny each, to rank pari passu as from issue with the shares of the class already in issue.

2 SPECIAL RESOLUTION

That

- (a) the Directors of the Company be and they are hereby authorised for the purposes of section 80 Companies Act 1985 (the **Act**) generally and unconditionally to allot relevant securities (as defined in section 80(2) of the Act) up to an aggregate nominal value equal to the authorised but unissued share capital of the Company on the passing of this Resolution, such authority to expire at the end of 30 June 2010;
- (b) the authority in paragraph (a) of this Resolution be and it is in substitution for and a revocation of each (if any) existing and outstanding authority given to the Directors for the purposes of section 80 of the Act but without prejudice to the validity of any allotment already made pursuant to such authority on the passing of this Resolution;
- (c) the rights of pre-emption conferred by section 89(1) of the Act and/or by the provisions of the Articles shall not apply to the allotment of "A" ordinary shares of 1 penny each pursuant to this authority if and to the extent that the same are allotted to employee(s) of the Company and/or of any subsidiary of the Company and (subject only to any consent required under the terms of any Shareholders Agreement (as defined in the Articles of Association)) the Directors may allot the same to any such person(s) without pre-emption or other restriction under the Articles of Association in favour of any other holder of "A" ordinary shares of 1 penny each; and

- (d) the rights of pre-emption on transfer contained in the Articles of Association shall not apply on the transfer made within 90 days prior to or after the passing of this Resolution of up to 200 "A" ordinary shares of one penny each in the capital of the Company by J. Sullivan to Barclays Industrial Investments Limited or to the transfer within that period by Barclays Industrial Investments Limited to any person who is an employee and/or director of the Company.

A handwritten signature in black ink, appearing to read 'Kay Twine', is written over a horizontal dotted line.

Kay Twine
Director