

Registered Number: 5223505

THE COMPANIES ACT 1985

**BEACH EQUITY LIMITED** (the "**Company**")

PRIVATE COMPANY LIMITED BY SHARES

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**SHAREHOLDERS' WRITTEN RESOLUTIONS  
PURSUANT TO SECTION 381A  
COMPANIES ACT 1985**

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We, the undersigned, being all the members of the Company who, at the date of these resolutions, are entitled to attend and vote at a general meeting of the Company **HEREBY RESOLVE** in writing pursuant to section 381A of the Companies Act 1985 (as amended) (the "**Act**") as follows:-

**ORDINARY RESOLUTIONS**

1. **THAT** the authorised share capital of the Company be increased from £158,500 to £442,924.80 by the creation of 172,740 ordinary shares of £1.00 each, 860,848 A cumulative participating ordinary shares of £0.01 each and 256,000 B cumulative participating ordinary shares of £0.01 each, such ordinary shares, A cumulative participating ordinary shares and B cumulative participating ordinary shares to have the rights and be subject to the restrictions set out in the articles of association of the Company.
2. **THAT** the directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80 Companies Act 1985) up to an aggregate nominal amount of £284,424.80 provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on 23 December 2009 save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.



### SPECIAL RESOLUTION

3. That the directors be and they are hereby empowered pursuant to section 95 Companies Act 1985 to allot equity securities (within the meaning of section 94 Companies Act 1985) pursuant to the authority conferred by resolution 2 as if section 89(1) Companies Act 1985 did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £284,424.80 and shall expire on 23 December 2009 save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

The date of the resolutions is the date on which the last of us to sign them did so.

For and on behalf of

**The Second ABN AMRO LBO Fund**  
acting by its general manager, ABN  
AMRO Capital Limited

Date ....23/12/...2004

**Stephen Last**

Date ...23/12/...2004

**Philip Mason**

Date ....23/12/...2004

**Gavin Briggs**

Date ....23/12/...2004

**Antony Clish**

Date ....23/12/...2004