

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
OF
TIMESOUND LIMITED

Certified as a true copy

M. Ryan
Director/Secretary
22/1/09

We, the undersigned, being the member for the time being of the above named Company entitled to receive notice of and to attend and vote at a separate general meeting of the holders of "A" redeemable shares of €1.00 each (the "Redeemable Shares") HEREBY RESOLVE that the following resolution be adopted as an extraordinary resolution of the Company and agree that the said resolution shall, pursuant to regulation 53 in Table A (which regulation is embodied in the articles of association of the Company) and Sections 381A to C inclusive of the Companies Act 1985 (as amended), for all purposes be as valid and effective as if the same had been passed at a separate general meeting of the Company of the holders of the Redeemable Shares duly convened and held:

EXTRAORDINARY RESOLUTION

THAT the holder of the Redeemable Shares hereby:

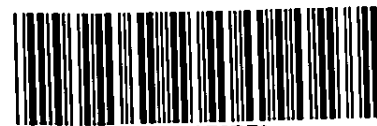
- (i) approves the reregistration of the Company from a limited company to an unlimited company made pursuant to a written resolution of the holders of the ordinary shares of €1.00 each in the capital of the Company and the holder of the Redeemable Shares and dated August 9, 2007, a copy of which is attached hereto (the "Written Resolution");
- (ii) approves the adoption of the new Memorandum and Articles of Association of the Company made pursuant to the Written Resolution; and
- (iii) sanctions each and every modification or abrogation of the special rights and privileges attaching to the Redeemable Shares as are or may be involved in the proposals referred to in (i) and (ii) above.

Dated this 13th day of August 2007

For: St Nicolas S.à.r.l.

Ewa Laine
Manager
Authorised Representative

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23/01/2009

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COMPANIES HOUSE