

THE COMPANIES ACT 1985
WRITTEN RESOLUTION
OF
TRAGUS GROUP HOLDINGS LIMITED
(the "Company")

(Passed on 25 May 2006)



We, the undersigned, being all the members of the Company who (at the date of this resolution) would have been entitled to vote upon the resolution set out below if it had been proposed at a general meeting at which we were present, hereby agree, pursuant to section 381A of the Companies Act 1985 to the following written resolution (which would otherwise be required to be passed as a special resolution):

SPECIAL RESOLUTION

THAT:

(a) the Company provide financial assistance (as defined in section 152 Companies Act 1985) in relation to:

- (i) the acquisition by Tragus Limited of the entire issued share capital of Tragus Group Holdings Limited;
- (ii) the refinancing of the acquisition by Tragus Group Holdings Limited of Tragus Holdings Limited in 2005; and
- (iii) the redemption of 20,500,000 preference shares of £1.00 in Tragus Group Holdings Limited,

by the Company entering into:

- (i) a new senior facilities agreement (containing a guarantee in respect of such facilities);
- (ii) an amended and restated mezzanine facility agreement (containing a guarantee in respect of such facilities);
- (iii) a debenture granting security in respect of such loan facilities;
- (iv) entering into an intercreditor deed;
- (v) upstream loan arrangements pursuant to an intra-group loan agreement and a letter of support; and
- (vi) downstream loan arrangements pursuant to a downstream intra-group loan agreement

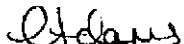
(the "**Assistance Documents**") all as more fully described in the directors' statutory declaration of solvency in Form 155(6)(a), a copy of which is attached to this resolution;

We certify this to be
a true copy of the
original ~~document~~ 8/6/06

- (b) the giving of financial assistance by the Company by the execution of, and the subsequent exercise of rights under, the Assistance Documents be approved;
- (c) the giving of financial assistance by the subsidiaries of the Company (the "**Subsidiaries**") by the execution of, and the subsequent exercise of rights under, the Assistance Documents be approved;
- (d) approval for the Company to enter into the Assistance Documents be given notwithstanding that the Company might be held to be giving financial assistance for the purposes of sections 151 and 152 of the Companies Act 1985; and
- (e) approval for the Subsidiaries to enter into the Assistance Documents be given notwithstanding that the Subsidiaries might be held to be giving financial assistance for the purposes of sections 151 and 152 of the Companies Act 1985.

Signed by **STEVEN PHILLIPS**)
)
for and on behalf of **LEGAL & GENERAL VENTURES**)
LIMITED (as manager of **LGV4 PRIVATE EQUITY**)
FUND LIMITED PARTNERSHIP) in the presence of:)




T.A. ADAMS
42 CALDHAM SQUARE
ELTHAM
LONDON SE9 6BL
Signed by)

for and on behalf of **ABACUS CORPORATE TRUSTEE**)
LIMITED (as trustee of **THE TRAGUS GROUP**)
EMPLOYEE TRUST) in the presence of:)

Signed by **GRAHAM TURNER** as attorney for each)
of:)

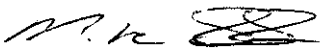
JONATHAN BAGLEY)
)
CLAIRE BIRKIN)
)
PHILIP BLACKBAND)
)
LLOYD BLOOM)
)
SEAN BYRNE)
)
KATHERINE CHALK)
)
GRAZIANO COCCETTINI)
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FUND LIMITED PARTNERSHIP) in the presence of:)

Signed by)
)
 for and on behalf of **ABACUS CORPORATE TRUSTEE**)
LIMITED (as trustee of **THE TRAGUS GROUP**)
EMPLOYEE TRUST) in the presence of:

AS817


 Automated Signatory


 Automated Signatory

Signed by **GRAHAM TURNER** as attorney for each)
 of:)

JONATHAN BAGLEY)

CLAIRE BIRKIN)

PHILIP BLACKBAND)

LLOYD BLOOM)

SEAN BYRNE)

KATHERINE CHALK)

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Signed by)
)
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LIMITED (as trustee of **THE TRAGUS GROUP**)
EMPLOYEE TRUST) in the presence of:)

Signed by **GRAHAM TURNER** as attorney for each)
 of:)

JONATHAN BAGLEY)

CLAIRE BIRKIN)

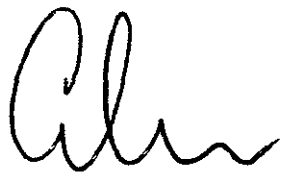
PHILIP BLACKBAND)

LLOYD BLOOM)

SEAN BYRNE)

KATHERINE CHALK)

GRAZIANO COCCETTINI)
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)
)



PHILIP COOKE
GRAHAM FORD
LISA FREDMAN
MICHAEL FULLERTON
LORNA HENDERSON
NICHOLAS HOAD
NIGEL KENT
NICOLA LAZELL
RENU MANSIGANI
CLAIRE ORLOWSKA
GAYLE PARSONS
SEAN POUND
HELEN SHARP
PAUL SMITH
RACHEL SMITH
ROB STARBUCK
JENNY STRATHERN
HELEN THOMPSON
MICHAEL TOON
CAROLE TUMBER
LINDA WELLINGS

in the presence of:

Signed by **MOHAN MANSIGANI**

in the presence of:

M. Mansigani

in the presence of:

3 Mrs

in the presence of:

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Ahu

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
TRAGUS GROUP HOLDINGS LIMITED

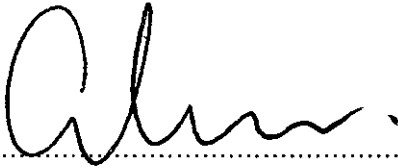
The following written resolution was passed by the Company on 25 May 2006 as a special resolution.

SPECIAL RESOLUTION

THAT:

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 - (ix) downstream loan arrangements pursuant to a downstream intra-group loan agreement(the "**Assistance Documents**") all as more fully described in the directors' statutory declaration of solvency in Form 155(6)(a), a copy of which is attached to this resolution;
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Chairman

Presented by:

Ashurst
Broadwalk House
5 Appold Street
London EC2A 2HA
Tel: 0207 638 1111
Ref: BJH/GYB