

Company No. 5328138

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

**RESOLUTIONS IN WRITING**  
of  
**TBG OPCO 1 LIMITED**

BLACKSTONE CAPITAL PARTNERS (CAYMAN) IV-A L.P. being the sole member of the Company who at the date of these resolutions is entitled to attend and vote at a general meeting of the Company, RESOLVES, in accordance with section 381A of the Companies Act 1985, to pass the following as written resolutions:

**SPECIAL RESOLUTIONS**

1. THAT the 100 ordinary shares of £1 each in the capital of the Company be sub-divided into 10,000 shares of £0.01 each;
2. THAT the Company's authorised share capital be increased from £100 to £300 by the creation of 2,000 new ordinary shares of £0.01 each;
3. THAT the shareholders' pre-emption rights be disapplied, pursuant to section 95 of the Companies Act (the "Act"); and
4. THAT the directors be generally and unconditionally authorised, pursuant to section 80 of the Companies Act 1985 (the "Act"), to exercise all powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £200 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on the date falling five years from the date of passing of this resolution but the Company may make an offer or agreement which would be or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities pursuant to that offer or agreement.
5. THAT section 89 of the Act shall not apply to the allotment of equity securities (within the meaning of section 94(2) of the Act) pursuant to the authority conferred by resolution 3.

Dated: 17 February 2005

**BLACKSTONE CAPITAL PARTNERS (CAYMAN) IV-A L.P.**

By: Blackstone Management Associates (Cayman) IV L.P., its general partner

By: Blackstone LR Associates (Cayman) IV Ltd., its general partner

By: [Signature]

Name:

Title:

We hereby certify this  
to be a true copy of the  
original.  
Signed Clifford Chance  
Clifford Chance  
Limited Liability Partnership  
10 Upper Bank Street  
London E14 4PU

