

COMPANY NO. 5406120

CINVEN PROPCO 6 LIMITED

(the Company)


SOLE MEMBER'S WRITTEN RESOLUTION

In accordance with section 381A of the Companies Act 1985, I, the sole member of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, **DECLARE** that the following resolutions shall have effect as if passed by the Company in general meeting and accordingly I **RESOLVE**:

1. **THAT** the articles of association of the Company be altered with immediate effect by deleting the existing Article 11 and replacing it with the following:-

"11(a) Subject to Article 11(b) the directors may, in their absolute discretion and without giving any reason, decline to register the transfer of a share, whether or not it is a fully paid share.

11(b) The directors shall promptly register any transfer of shares which have been charged by way of security whether the relevant transfer is to the chargee or to its nominee or to any other person on the enforcement by the chargee of its security."


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Cinven Propco 1 Limited

Dated: 4 April 2005

