

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
COPY WRITTEN RESOLUTION

of

CPL INDUSTRIES HOLDINGS LIMITED

("Company")

PASSED ON

THURSDAY



A15 *AA6MH564* 373
27/11/2008
COMPANIES HOUSE

In accordance with the written resolution procedure in chapter 2 of part 13 of the Companies Act 2006, the following resolution was duly passed on 07.10.08 as a special resolution:

SPECIAL RESOLUTION

That, with effect on and from 1 October 2008, the Company's existing articles of association be amended by:

1. inserting the following wording into sub-article (a) of article 2 below the existing words "B Shareholder means a holder of any of them":

"Conflict Situation: means a situation in which a director has, or can have, a direct or indirect interest that conflicts, or may possibly conflict, with the interests of the Company, including in relation to the exploitation of any property, information or opportunity and regardless of whether the Company could take advantage of the property, information or opportunity itself, but excluding a situation which could not reasonably be regarded as likely to give rise to a conflict of interest;"

2. inserting the following wording into sub-article (a) of article 2 above the existing words "Group means the Company and its subsidiaries from time to time and Group Company means any of them":

"Fund Manager: means a person whose principal business is to make, manage or advise on investments;"

3. inserting the following wording into sub-article (a) of article 2 below the existing words "Group means the Company and its subsidiaries from time to time and Group Company means any of them":

"Investor: means Vision Capital Partners V-A, L.P. and RBSM Capital Limited;

Investor Affiliate: means any subsidiary or holding company of that Investor, and any other subsidiary of that holding company, and, where the Investor is a fund, partnership, company, syndicate or other entity whose business is managed or advised by a Fund Manager (an "Investment Fund"), or a nominee of any such person:

(i) that Fund Manager, any subsidiary or holding company of that Fund Manager, and any other subsidiary of any holding company of that Fund Manager; or

(ii) any participant or partner in, or member or portfolio company of any such Investment Fund; or

(iii) any trustee, nominee or custodian of such Investment Fund and vice versa; or

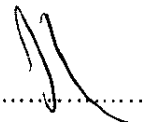
(iv) any other fund, partnership, company, syndicate or other entity whose business is managed or who is advised by that Fund Manager and any entity connected with such other fund, partnership, company, syndicate or other entity (where any question as to whether a person is connected with any other person shall be determined in accordance with the provisions of the Income and Corporation Taxes Act 1988 section 839).

For the purposes of this definition, 'subsidiary' and 'holding company' shall have the meanings given to them in the Companies Act 2006 section 1159;"

4. inserting the following wording into article 35.(c) between the existing words "director shall" and "have one vote for each director":

" , subject to the provisions of Article 50,"; and

5. deleting the existing article 50 and substituting it with new article 50 in the form attached and initialled by a director for identification purposes.


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Director / Secretary

"50 Authorisation of directors' conflicts of interest

50.(a) If a Conflict Situation arises, the directors may authorise it for the purposes of the Companies Act 2006 section 175(4)(b) by a resolution of the directors made in accordance with that section and these Articles, provided that such authorisation shall be effective only if:

50.(a).(i) any requirement as to the quorum at the meeting of the directors at which the Conflict Situation is considered is met without counting the director in question and any other interested director (together the "**Interested Directors**"); and

50.(a).(ii) any resolution authorising the Conflict Situation was agreed to without the Interested Directors voting or would have been agreed to if the votes of the Interested Directors had not been counted.

50.(b) At the time of the authorisation of a Conflict Situation, or at any time afterwards, the directors may impose any limitations or conditions or grant the authority subject to such terms which (in each case) they consider appropriate and reasonable in the circumstances. Any authorisation may be revoked or varied at any time in the discretion of the directors.

50.(c) It is recognised that an Investor Director:

50.(c).(i) may be an employee, consultant, director, member or other officer of the Investor who has appointed him or of an Investor Affiliate;

50.(c).(ii) may be taken to have, through previous or existing dealings, a commercial relationship with the Investor who has appointed him or with an Investor Affiliate;

50.(c).(iii) may be a director or other officer of, or be a member of, or be employed by, or otherwise involved in the business of other entities in which the Investor who has appointed him or an Investor Affiliate has or may have an interest from time to time; and

50.(c).(iv) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such other directorship, membership, office, employment, relationship or his involvement with the Investor who has appointed him, with an Investor Affiliate or with any entity referred to in Article 50.3.3 and he shall not be in breach of the duties he owes to the Company as a result of any Conflict Situation which arises from the relationships contemplated by this Article, including (without limitation) in relation to proposals for financing or otherwise promoting the business of (whether in competition with the Company or not) any such other entity.

50.(d) It is recognised that a director:

50.(d).(i) may be a shareholder in the Company;

50.(d).(ii) may be a shareholder in, employee, director, member or other officer of, or consultant to, a subsidiary of, or a holding company of, or a subsidiary of a holding company of, the Company (as such terms are defined in Companies Act 2006 section 1159) (each a "**Group Company**"); and

50.(d).(iii) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such shareholding in the Company or other directorship, membership, office, employment, relationship or his involvement with any Group

Company and he shall not be in breach of the duties he owes to the Company as a result of any Conflict Situation which arises from his shareholding in the Company or his relationship with a Group Company, including (without limitation) in relation to proposals for financing or otherwise promoting the business of (whether in competition with the Company or not) any such other entity.

50.(e) In the circumstances contemplated by Article 50.3 and Article 50.4 and notwithstanding any other provision of these Articles, each director shall:

50.(e).(i) be entitled to receive any papers or other documents in relation to, or concerning, matters to which the Conflict Situation relates;

50.(e).(ii) not be excluded from those parts of the meetings of the directors or meetings of a committee of the directors at which matters to which the Conflict Situation relates are discussed;

50.(e).(iii) be entitled to vote (and form part of the quorum) at any such meeting; and

any information which he obtains, other than in his capacity as a director or employee of the Company, which is confidential in relation to an entity referred to in Article 50.3 or to a Group Company, need not be disclosed or used for the benefit of the Company where such disclosure or use would constitute a breach of confidence.

50.(f) Regulation 94 of Table A in so far as it relates to the Company shall be adapted accordingly."