

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

PARK ACQUISITIONS LIMITED (the "Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that

- Resolution 1 is passed as an ordinary resolution (the "**Ordinary Resolution**"), and
- Resolutions 2 and 3 are passed as special resolutions (the "**Special Resolutions**")

1 Ordinary Resolution

THAT it is in the best interests of, and to the further benefit and advantage of, the Company to

- (A) enter into a security agreement between, amongst others, the Company as chargor and Credit Suisse, London Branch as bank (the "Security Agreement") subject to any amendments, variations or modifications thereto as any two Directors or any one Director and the Company Secretary in their absolute discretion and without further reference to the Board of Directors of the Company think fit,
- (B) enter into a supplemental security agreement between, amongst others, the Company as chargor and Credit Suisse, London Branch as security agent (the "Supplemental Security Agreement") subject to any amendments, variations or modifications thereto as any two Directors or any one Director and the Company Secretary in their absolute discretion and without further reference to the Board of Directors of the Company think fit,
- (C) enter into a guarantee and indemnity, to guarantee the obligations of Park Finance Holdings Limited under a working capital facility, between, among others, the Company as guarantor and Credit Suisse, London Branch as bank (the "Guarantee and Indemnity") subject to any amendments, variations or modifications thereto as any two Directors or any one Director and the Company Secretary in their absolute discretion and without further reference to the Board of Directors of the Company think fit,
- (D) undertake the obligations it is undertaking in accordance with the terms of the Security Agreement, the Supplemental Security Agreement and the Guarantee and Indemnity as so amended, varied or modified,
- (E) enter into any other Finance Document to which it is a party, subject to any amendments, variations or modifications thereto as any one Director or the Company Secretary, acting singly, and in the case of a deed, any two Directors or any one Director and the Company Secretary in their absolute discretion and without further reference to the Board of Directors of the Company think fit, and undertake the obligations it is undertaking in accordance with the terms thereof as so amended, varied or modified, and

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COMPANIES HOUSE

- (F) ratify and approve the resolutions referred to in the minutes of the meeting of the Directors of the Company on 05 August 2007 (and the same are hereby ratified and approved),

and the Directors of the Company are authorised to enter into and give effect to the Security Agreement, the Supplemental Security Agreement and the Guarantee and Indemnity and any other Finance Documents, as amended, varied or modified, to which it is a party and the transactions contemplated therein

2 Special Resolution

THAT the Articles of Association of the Company be amended with the replacement of the existing Article 11 1(A) for the new form of Article 11 1(A) as follows and in the form of the amended Articles of Association as annexed to this Written Resolution

"(A) The maximum number of Directors shall be eight and the minimum number shall be two "

3 Special Resolution

THAT the Articles of Association of the Company be amended with the replacement of the existing Article 13 1(A) for the new form of Article 13 1(A) as follows and in the form of the amended Articles of Association as annexed to this Written Resolution

"(A) The quorum for the transaction of the business of the Directors shall be two Directors "

Agreement

Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolution and the Special Resolutions

The undersigned, a person entitled to vote on the above resolutions on 08 August 2008, hereby irrevocably agrees to the Ordinary Resolution and the Special Resolutions

Signed by
Roger Joel Gewolb

Date



8 August 2008

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Signed by
For, DLJ International Group Limited

Date



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Agreement

Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolution and the Special Resolutions

The undersigned, a person entitled to vote on the above resolutions on 08 August 2008, hereby irrevocably agrees to the Ordinary Resolution and the Special Resolutions

Signed by
Roger Joel Gewolb

Date

Signed by
For, DLJ International Group Limited

Date

8 August 2008



Notes

- 1 If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated and returning it to the Company using one of the following methods
 - **By Hand** delivering the signed copy to Mr B Allen, Company Secretary, Park House, 1 Castleton Court, Fortran Road, Cardiff, South Glamorgan CF3 0LT
 - **Post** returning the signed copy by post to Mr B Allen, Company Secretary, Park House, 1 Castleton Court, Fortran Road, Cardiff, South Glamorgan CF3 0LT
 - **Fax** faxing the signed copy to **08700 400 975** marked "For the attention of Mr B Allen, Company Secretary"
 - **Email** by attaching a scanned copy of the signed document to an e-mail and sending it to **barrie.allen@parkfinance.com** Please enter "Written resolution dated 08 August 2008" in the e-mail subject box
- If you do not agree with the resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply
- 2 Once you have indicated your agreement to the resolutions, you may not revoke your agreement
- 3 Unless, by 05 September 2008, sufficient agreement has been received for the resolutions to pass, they will lapse If you agree to the resolutions, please ensure that your agreement reaches us before or during this date
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document