

Company no 5851883

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

A V CO 1 LIMITED

("Company")

Written resolution of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 ("Act") proposed by the directors of the Company, as a special resolution as detailed below

SPECIAL RESOLUTION

That the capital of the Company be and is hereby reduced by cancelling the following cumulative redeemable preference shares of £1 each of the Company ("**Preference Shares**") and returning the said capital to the registered holders of the same, that is to say 18,580,311 Preference Shares issued to and registered in the name of European Capital S A SICAR and 3,419,689 Preference Shares issued to and registered in the name of Lloyds TSB Development Capital Limited

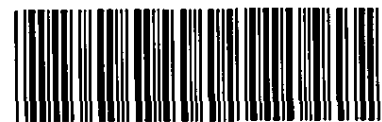
Circulation date 28 January 2008

Registered office Foundry Lane, Smethwick West Midlands, B66 2LP

Agreement to written resolution

We, the undersigned, being a member entitled to vote on the above resolution, irrevocably agree to such resolution

THURSDAY



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COMPANIES HOUSE

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Name of corporate member	EUROPEAN CAPITAL S A SICAR <i>Block capitals please</i>	Dated January 2008
Name and position of signatory	<i>Block capitals please</i>	
Signed by authorised person on behalf of corporate member		

Name of corporate member	LLOYDS TSB DEVELOPMENT CAPITAL LIMITED <i>Block capitals please</i>	Dated January 2008
Name and position of signatory	<i>Block capitals please</i>	
Signed by authorised person on behalf of corporate member		

Gerald Bowe

signed

dated

28 Jan

2008

Carl Cramer

signed

dated

January 28,

2008

Peter Branstom

signed

dated

28 January

2008

Andrew Caffyn

signed

dated

28th January 2008

Roy Cann

signed

dated

28th January 2008

David Ellis

signed

dated

28th January 2008

Robert Fogarty

signed

dated

2008

Didier Pearson

signed

dated

2008

Stephen Smith

signed

dated

28th January 2008

Christopher Thomas

signed

dated

2008

Sieve Little

signed

dated

2008

Margaret Trimble

signed

dated

2008

John Watson

signed

dated

2008

[Handwritten signature]

RG

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Circulation date: 28 January 2008

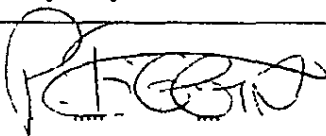
Registered office: Foundry Lane, Smethwick, West Midlands, B66 2LP

Agreement to written resolution

We, the undersigned, being a member entitled to vote on the above resolution, irrevocably agree to such resolution:

12

Name of corporate member	EUROPEAN CAPITAL S A SICAR <i>Block capitals please</i>	
Name and position of signatory	<i>Block capitals please</i>	
Signed by authorised person on behalf of corporate member		
		Dated January 2008

Name of corporate member	LLOYDS TSB DEVELOPMENT CAPITAL LIMITED <i>Block capitals please</i>	
Name and position of signatory	PAUL FIGGINS, INVESTMENT DIRECTOR <i>Block capitals please</i>	
Signed by authorised person on behalf of corporate member		
		Dated 23 January 2008

Gerald Bowe

signed _____ dated _____ 2008

Carl Cramer

signed _____ dated _____ 2008

Peter Branstom

signed _____ dated _____ 2008

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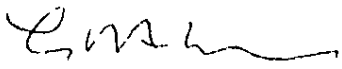
Circulation date. 28 January 2008

Registered office. Foundry Lane, Smethwick, West Midlands, B66 2LP

Agreement to written resolution

We, the undersigned, being a member entitled to vote on the above resolution, irrevocably agree to such resolution

LMC

Name of corporate member	EUROPEAN CAPITAL S.A. SICAR	
Name of signatory	C. A. CHEN <i>Block capitals please</i>	
Signed by authorised person on behalf of corporate member	 SIGNED for and on behalf of EUROPEAN CAPITAL S.A. SICAR acting by European Capital Financial Services (Guernsey) Limited its investment manager, as agent acting by European Capital Financial Services Limited its sub-investment manager, as agent	
		Dated 29 January 2008

Name of corporate member	LLOYDS TSB DEVELOPMENT CAPITAL LIMITED <i>Block capitals please</i>	
Name and position of signatory	<i>Block capitals please</i>	
Signed by authorised person on behalf of corporate member		
		Dated January 2008

Gerald Bowe

signed _____ dated _____ 2008

Carl Cramer