

Company Number: 5919061

SHL GROUP HOLDINGS 1 LTD
(the "Company")

WRITTEN RESOLUTIONS

We, the undersigned, being persons who at the circulation date of this resolution have the right to attend and vote at a general meeting of the Company, and together holding not less than seventy-five percent of the votes which may be cast at a general meeting of the Company, irrevocably agree to the following resolutions of the Company, having effect as an ordinary resolution or a special resolution (as the case may be), in each case in accordance with Part 13 Chapter 2 of the Companies Act 2006:

ORDINARY RESOLUTION

THAT:

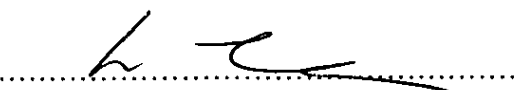
- (a) the authorised share capital of the Company be increased from £2,343,752 to £2,830,163 by the creation of 136,195 A ordinary shares of £1 each and 350,216 B ordinary shares of £1 each; and
- (b) in substitution for all existing authorities, the Directors be generally and unconditionally authorised indefinitely pursuant to and in accordance with Sections 80 and 80a of the Companies Act 1985 to exercise all of the powers of the Company to allot relevant securities (within the meaning of those Sections) up to an aggregate nominal amount of £2,830,163.

SPECIAL RESOLUTION


THAT, subject to the passing of the ordinary resolution, the directors be and they are empowered pursuant to section 95 of the Companies Act 1985 to allot equity securities (within the meaning of section 94(2) to section 94(3A) of the Act) wholly for cash pursuant to the authority conferred by the ordinary resolution as if section 89(1) of the Act and article 6.2 of the articles of association of the Company did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities in the ordinary resolution above up to an aggregate nominal amount of £2,830,163.

Please read the notes at the end of this document before signifying your agreement to the resolutions.





Signed by LISA STONE
duly authorised for and on behalf of
HG POOLED MANAGEMENT LIMITED
in its capacity as Manager of
HgCAPITAL 5 L.P. whose holdings
are registered in the name of HgCapital 5
NOMINEES LIMITED

Date: 27 March 2009


Signed by LISA STONE
duly authorised for and on behalf of
HG POOLED MANAGEMENT LIMITED
in its capacity as Manager
of **HGT L.P.** whose holdings
are registered in the name of HgCapital 5
NOMINEES LIMITED

Date: 27 March 2009


Signed by LISA STONE
duly authorised for and on behalf of
HG POOLED MANAGEMENT LIMITED
in its capacity as the Manager of the
HgCAPITAL 5
EXECUTIVE CO-INVEST L.P. whose
holdings
are registered in the name of HgCapital 5
NOMINEES LIMITED

Date: 27 March 2009

Signed by **WILLIAM VALK**

.....

Signed by **EMMA LANCASTER**



DATE: 27 MARCH 2009

Signed by **BARCLAYS WEALTH TRUSTEES
(GUERNSEY) LIMITED (RE SHL GROUP
HOLDINGS 1 EBT 2006)**

.....



Signed by **CHRISTOPHER JOHN SANDHAM**

DATE: 27 MARCH 2009

Signed by **ORNELLA CHINOTTI**

.....

Signed by **NICHOLAS HALLWOOD**

.....

Signed by **RACHEL SUMMERHAYES**

.....

Signed by **CLAIRE LITTLE**

.....

Signed by **MARK HARRAP**

.....

Signed by **MICHAEL BURNETT**

.....

Signed by **KEVIN KERRIGAN**

.....

Signed by **MARTIN FRANKS**

.....

Signed by **EUGENE BURKE**

.....

Signed by **HENNIE KRIEK**

.....

Signed by **ANDREW ROSS**

.....

Signed by **IVOR BRINKMAN**

.....

Signed by **JOHN BATESON**

.....

Signed by **MICHAEL TIMS**

.....

Signed by **CHRIS CLARKE**

.....

Signed by **PAUL LEVETT**

.....

Signed by **DAVID VALENTINE**

.....

Signed by **DAVID LEIGH**

.....

Signed by **HELEN DEAVIN**

.....

NOTES

1. If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- **By Hand:** delivering the signed copy to Suzanna Barrett at SHL Group Holdings 1 Limited, The Pavillion, 1 Atwell Place, Thames Ditton, Surrey, KT7 0NE.
- **Post:** returning the signed copy by post to Suzanna Barrett at SHL Group Holdings 1 Limited, The Pavillion, 1 Atwell Place, Thames Ditton, Surrey, KT7 0NE.
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to suzanna.barrett@shlgroup.com. Please enter "Written resolutions dated **27 MARCH** 2009" in the e-mail subject box.

If you do not agree to the resolution, 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 resolution, you may not revoke your agreement.
3. Unless, by **24 APRIL** 2009, sufficient agreement has been received for the resolution to pass, it will lapse. If you agree to the resolution, 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.