

COMPANY NUMBER: 6160290

PRIVATE COMPANY LIMITED BY SHARES

NOTICE OF WRITTEN RESOLUTION

of

FOXTONS HOLDINGS LIMITED (the "Company")

Notice is hereby given that in accordance with Chapter 2 of Part 13 of the Companies Act 2006, on 4 December 2008 the following ordinary and special resolutions were passed by way of written resolution by shareholders of the Company holding more than 75% of the voting rights in the Company:

ORDINARY RESOLUTIONS

1. "It is resolved that any matter which constitutes a situation in which a director of the Company has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company may be proposed to and authorised by the directors of the Company in accordance with section 175(5)(a) of the Companies Act 2006."
2. "The undersigned shareholder acknowledges the existence and potential existence of situations relating to the Investor Directors (as defined in the articles of association of the Company) in which any such director, has, or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Company (a "**Situation**"), arising as a result of the Investor Director's involvement and relationship with BC Partners Limited and CIE Management II Limited as general partner and attorney of those limited partnerships and other entities and individuals that make up the BC Fund(s) (the "**Investors**") and the investment strategy and operations of the Investors (or any of them), including but not limited to the following Situations:
 - (i) if any Investor Director is a shareholder in and/or member or partner of the Investors (or any of them);
 - (ii) if the Investors (or any of them) acquire a competitor of or a supplier to the Company or any other company within the Company's group (the "**Group**"), or a material interest therein;
 - (iii) if the Investors (or any of them) or any person connected with the Investors (or any of them) wishes to take up an opportunity that had been offered to, but declined by the Group;
 - (iv) if any Investor Director is appointed by the Investors (or any of them) or any person connected with the Investors (or any of them) as a director of any other company outside the Group, including in a competitor to or supplier of the Group;
 - (v) if the Group is considering a refinancing proposed by or supported by the Investors (or any of them);

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- (vi) if the Investors (or any of them) wish to exit its investment in the Group by way of a Listing or a sale of assets by the Group;

(referred to as "Investor Director Situational Conflicts").

It is resolved to:

- (a) authorise Investor Director Situational Conflicts and the continuing performance by the Investor Directors of their duties in the light of such Investor Director Situational Conflicts and to authorise that the existence of the Investor Director Situational Conflicts will not give rise to a breach of the duty of the Investor Directors to avoid conflicts of interest pursuant to section 175 of the Act (or as such section may be amended or restated or re-numbered from time to time);
- (b) approve that the Investor Directors shall be entitled to attend, be counted in the quorum and vote at any meeting of the Board notwithstanding any existing or potential Investor Director Situational Conflict;
- (c) approve that, where an Investor Director obtains confidential information (other than through his position as a director of the Company) that is confidential to a third party, they will not be obliged to disclose it to the Company or to use it in relation to the Company's affairs in circumstances where to do so would amount to a breach of that confidence."

SPECIAL RESOLUTION

3. "It is resolved that, notwithstanding the provisions of the Articles of Association of the Company, for any board resolution granting authorisation of the directors in respect of any matter which constitutes a situation in which a director of the Company has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company, the quorum requirements for the relevant meeting shall not require an Investor Director to form part of the quorum where such director cannot vote or attend the meeting because he is the subject of such conflict or potential conflict authorisation."



Karl Daly, Secretary

Date: 10th Dec 2008