

Company No: 6182467

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

VSG GROUP LIMITED

SATURDAY



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed as resolutions as detailed below.

RESOLUTION 1

As a special resolution

THAT, the Articles of Association be and are hereby amended by the insertion of the following words at the end of Article 22.2:

"provided that the quorum need not include the Investor Director where the business to be transacted at that meeting involves the approval of any conflicts of interest of the Investor Director."

RESOLUTION 2

As an ordinary resolution

THAT, pursuant to the provisions of section 175(5)(a) of the Companies Act 2006 and with effect on and from the date that section is brought into force, the Directors may, subject to the provisions of the Articles of Association of the Company as amended pursuant to resolution 3 below, authorise matters in which a director has or may have a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company.

RESOLUTION 3

As a special resolution

THAT, the Articles of Association of the Company be and are hereby amended by the deletion of Articles numbered 22.5 and 22.6 in their entirety and the insertion of the following new Articles:

31. DIRECTORS' APPOINTMENTS AND INTERESTS

31.1 Subject to the provisions of the Companies Act 2006, a director (other than an Investor Director) notwithstanding his office, but subject always to obtaining consent of the Investors:

- 31.1.1 may be a party to or otherwise interested in any transaction or arrangement with the Company;
- 31.1.2 may hold any other office or employment with the Company (other than the office of auditor);
- 31.1.3 shall not by reason of his office be accountable to the Company for any benefit which he derives from such office or employment or from any such transaction or arrangement and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit; and
- 31.1.4 save for a vote under section 175(4) of the Companies Act 2006 authorising any conflict of interest which the director or any other interested director may have or where the terms of authorisation of such conflict of interest provide that the director may not vote in situations prescribed by the Board (as defined in the Investment Agreement) when granting such authorisation, shall be entitled to vote on any resolution and (whether or not he shall vote) be counted in the quorum on any matter referred to in any of **Articles 31.1.1 to 31.1.3** (inclusive) or on any resolution which in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever and if he shall vote on any resolution as aforesaid his vote shall be counted.

31.2 For the purposes of Article 31.1:

- 31.2.1 a general notice to the Board that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified;
- 31.2.2 an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his; and
- 31.2.3 an interest of a person who is for any purpose of the Companies Act 2006 (excluding any statutory modification not in force at the date of adoption of these Articles) connected with a director shall be treated as an interest of the director and in relation to an alternate director an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

31.3 Subject to the provisions of the Companies Act 2006, an Investor Director notwithstanding his office:

31.3.1 may be a party to or otherwise interested in any transaction or arrangement with the Company and in which the Company is in any way interested;

31.3.2 may hold any other office or employment with the Company (other than the office of auditor);

31.3.3 may, or any firm or company of which he is a member or director may, act in a professional capacity for the Company;

31.3.4 shall not by reason of his office be accountable to the Company for any benefit which he derives from such office or employment or from any such transaction or arrangement and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit; and

31.3.5 save for a vote under section 175(4) of the Companies Act 2006 authorising any conflict of interest which the director or any other interested director may have or where the terms of authorisation of such conflict of interest provide that the director may not vote in situations prescribed by the Board when granting such authorisation, shall be entitled to vote on any resolution and (whether or not he shall vote) be counted in the quorum on any matter referred to in any of **Articles 31.3.1 to 31.3.4** (inclusive) or on any resolution which in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever (including, but without limitation, by reason of his employment with or being connected with any of the Investors), and if he shall vote on any resolution as aforesaid his vote shall be counted.

31.4 For the purposes of **Article 31.3**:

31.4.1 a general notice to the Board that the Investor Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified;

31.4.2 an interest of which the Investor Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his; and

31.4.3 an interest of a person who is for any purpose of the Companies Act 2006 (excluding any statutory modification not in force at the date of adoption of these Articles) connected with the Investor Director shall be treated as an interest of the Investor Director and in relation to an alternate director an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

31.5 Regulations 85, 86 and 94 of Table A shall not apply to the Company.

32. AUTHORISATION OF DIRECTORS' CONFLICTS OF INTEREST

32.1 Any approval of a conflict of interest (other than a conflict of interest of the Investor Director or the Chairman) will be subject, in addition to board authorisation pursuant to section 175 of the Companies Act 2006, to obtaining the prior consent in writing of the Investor who may specify that certain conditions be attached to such authorisation. Any such board authorisation pursuant to section 175 of the Companies Act 2006 which is given without obtaining the prior consent in writing of the Investor or without such conditions attaching to the authorisation as specified by the Investor will be ineffective.

32.2 Any conflict of interest of the Investor Director or the Chairman may be authorised either by way of authorisation of the Board as set out at section 175 of the Companies Act 2006 or by way of resolution of the holders of the Shares. Any refusal of the Board to authorise such conflict of interest will not in any way affect the validity of a resolution of the holders of the Shares to authorise such conflict of interest.

32.3 An Investor Director will not be in breach of his duty under sections 172, 174 and 175 of the Companies Act 2006 or the authorisation given by this Article 32 by reason only that he receives confidential information from a third party relating to a conflict of interest which has been authorised by this Article 32 and either fails to disclose it to the directors or fails to use it in relation to the Company's affairs.

32.4 In relation to any meeting of the directors to consider whether to authorise a conflict of interest of the Investor Director:

32.4.1 notwithstanding any other provision in these articles, it shall not be necessary for the Investor Director to be present in person or by proxy in order to constitute a quorum;

32.4.2 the meeting shall not deal with any other business other than that of the consideration of the conflict of interest of the Investor Director;



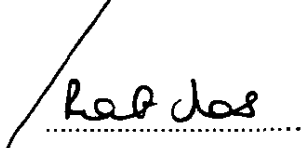

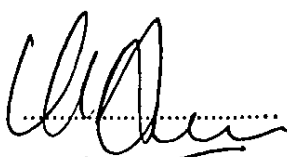
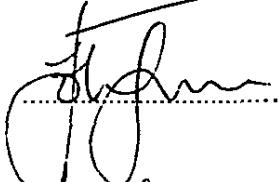
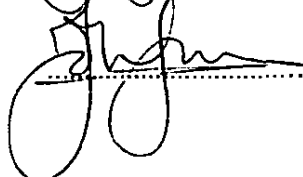
32.4.3 the quorum for such meeting shall be one and regulation 89 of Table A is varied accordingly.

Dated: 2008

AGREEMENT

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

We, the undersigned, being persons entitled to vote on the above resolutions, irrevocably agree to such resolutions:

Name of Shareholder	Signature	Date of Signature
William Roy Muskin		26.11.08
Robert Keith Lindsay Francis		26.11.08
Robert John Jones		26/11/08
Leon Keith Lyford Barwell		26.11.08
Mark Aldridge		26.11.08
Lloyds Development Capital Limited		9.12.08
Lloyds TSB Venture Nominees Limited for OBS 2007		9.12.08

Copy:

Auditors

NOTES

1. Shareholders who wish to agree to such resolutions should signify their agreement in one of the following ways:
 - Sign and return this document to 650 Pavilion Drive, Northampton Business Park, Northampton, NN4 7SL, marked for the attention of Robert Jones; or
 - E-mail the company secretary attaching a scanned copy of the signed document to an email containing the subject "Written resolutions dated [DATE]".

If you do not agree to the resolutions, you do not need to do anything; you will not be deemed to agree if you fail to reply.

2. If sufficient agreement is not received by 31 December 2008 then these resolutions will lapse and shareholders will not be able to indicate agreement after that date. If you agree to the resolutions, please ensure your agreement reaches us before that date.
3. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
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.