

Company Number: 6223390

THE COMPANIES ACT 1985 AND 1989 (AS AMENDED)

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS  
OF THE SOLE SHAREHOLDER

of

KNIGHT DEBTCO LIMITED  
(the "Company")

WEDNESDAY



A45 \*A8JSAPSK\* 23/05/2007 385  
COMPANIES HOUSE

The undersigned, being the sole member of the Company who as at the date of these resolutions has the right to attend and vote at an Extraordinary General Meeting of the Company, resolves, pursuant to Regulation 53 of Companies (Tables A to F) Regulations 1985 (as amended) (as incorporated in the Company's Articles of Association) as follows and agrees that the following resolutions shall, for all purposes, be as valid and effective as if they had been passed as ordinary and special resolutions at an Extraordinary General Meeting of the Company duly convened and held

RESOLUTIONS

- 1 That the entry by the Company into the following documents and any other documents ancillary thereto and the transactions contemplated by them and the execution and performance by the Company of such documents be and is hereby approved

(a) <sup>with up to</sup> £545,000,000 senior facilities agreement (the "Senior Facilities Agreement") to be entered into between, *inter alios*, the Company's holding company, Knight Cleanco Limited (the "Parent"), the Company as borrower and guarantor and the other companies listed in part 1 of schedule 1 to the Senior Facilities Agreement as "Original Borrowers" and "Original Guarantors", Lehman Brothers International (Europe) and Lloyds TSB Bank plc as mandated lead arrangers and bookrunners, the financial institutions listed in part 2 of schedule 1 to the Senior Facilities Agreement as "Original Lenders" (the "Senior Lenders"), Lloyds TSB Bank plc as facility agent (the "Senior Facility Agent"), issuing bank and as security agent (the "Senior Security Agent") for the Secured Parties (as defined in the Senior Facilities Agreement),

- (b) an intercreditor agreement between, *inter alios*, the Parent, the companies listed in schedule 1 thereto as "Original Borrowers", "Original Guarantors" and "Intra-Group Creditors" respectively, the Senior Facility Agent, the Senior Security Agent, the Senior Lenders and the investors listed in schedule 5 thereto, *inter alia*, subordinating any rights to receive payment in respect of

monies owed by any Group Company (as defined in the Senior Facilities Agreement) to the rights of the Senior Finance Parties (as defined therein),

- (c) a debenture in favour of the Senior Security Agent by, *inter alios*, the Company and the Parent pursuant to which, amongst other things, a fixed and floating charge over all of the assets of the Company and certain indemnities are given by the Company,
- (d) an intra-group loan agreement between the Company's holding company, Knight Cleanco Limited, as lender and the Company as borrower,
- (e) an intra-group loan agreement between the Company as lender and Knight Bidco Limited, the Company's direct subsidiary, as borrower, and
- (f) a director's certificate in respect of the Company certifying various confirmations made in accordance with the Senior Facilities Agreement

- 2 **THAT** the articles of association of the Company be amended by inserting a new Article 8A stating

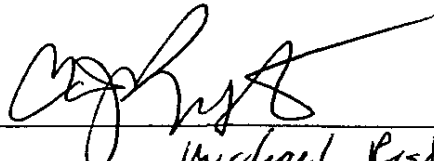
**"LIEN**

8A Any lien on any shares (whether part or fully paid) which the Company has shall not apply in respect of any shares that have been charged by way of security to a bank or financial institution, a subsidiary or subsidiary undertaking of that bank or financial institution, or the nominee of any such chargee (a "**Secured Party**") and Regulation 8 of Table A shall be modified accordingly "

- 3 **THAT** the articles of association of the Company be amended by deleting the existing Article 10 and substituting the following as Article 10

"The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share, save that the Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such a transfer is made in respect of any shares that have been charged by way of security to any Secured Party and the Directors shall immediately register any such transfer of shares upon receipt and furthermore, notwithstanding anything to the contrary in these articles, no shares in the Company to be transferred or proposed to be transferred to a Secured Party, or as a Secured Party shall direct, shall be required to be offered to the shareholders for the time being of the Company and no such shareholder shall have any right under the Articles or otherwise to require such shares to be transferred to them for valuable consideration or otherwise "

For and on behalf of  
**KNIGHT CLEANCO LIMITED**

  
Michael Rysman  
Director

Dated 11 May 2007