

WRITTEN RESOLUTION
of
JAC GROUP (HOLDINGS) LIMITED
("the Company")

Pursuant to Section 281(1)(a) of the Companies Act 2006 ("the Act")

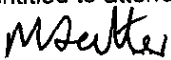
Passed on 19 October 2007

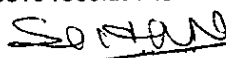
Pursuant to section 291 of the Companies Act 2006, the directors of the Company propose that Resolutions 1 and 2 below are passed as special resolutions of the Company

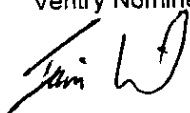
Special resolutions


- 1 THAT in place of all existing authority (save to the extent relied upon prior to the passing of this Resolution) the Directors are generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to
 - (a) allot relevant securities (within the meaning of section 80) up to an aggregate nominal amount of £850 02 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) five years after the date on which this resolution is passed, and
 - (b) the Company may before expiry of this authority make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the Directors may allot relevant securities in pursuance of that offer or agreement as if this authority had not expired, and
- 2 THAT in place of all existing powers, the Directors be generally empowered pursuant to section 95 of the Companies Act 1985 to allot equity securities (within the meaning of section 94(2) of the Companies Act 1985) for cash, pursuant to the authority conferred by Resolution 1 above (the "Authority") as if section 89(1) of the Companies Act 1985 did not apply to the allotment. This power shall cease to have effect when the authority is revoked or (if not revoked) expires but the Company may make an offer or agreement before expiry of this power which would or might require equity securities to be allotted after expiry of this power and the Directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired

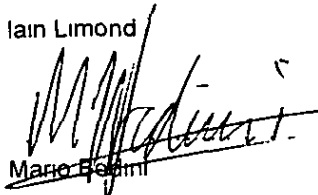
We, the undersigned, being all the shareholders of the Company who at the date hereof would be entitled to attend and vote at on the resolutions, agree to the above resolutions

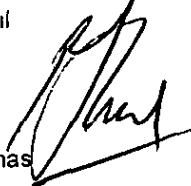

for and on behalf of
Ventry Nominees Limited


Stephen O'Hara


Iain Limond


Richard Cail


Mario Bonini


Peter Thomas



Notes

- (1) You can choose to agree to all of the above special resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the above resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to SJ Berwin LLP, as solicitors of the Company by delivering it by hand or by posting it to SJ Berwin, 10 Queen Street Place, London EC4R 1BE marked for the attention of Laetitia Mergui.
- (2) A member's agreement to a written resolution, once signified, may not be revoked.
- (3) A written resolution is passed when the required majority of eligible members have signified their agreement to it.
- (4) The resolution set out above must be passed before the end of **15 November** 2007 otherwise it will lapse.
- (5) 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.
- (6) 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.