

Form of written resolutions under Companies Act 2006:

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of the

'A' ORDINARY SHAREHOLDERS AND 'B' ORDINARY SHAREHOLDERS

of

CYGNET 2002 LIMITED (the "Company")

**SHAREHOLDERS' WRITTEN RESOLUTIONS CIRCULATED ON 19 FEBRUARY 2008
IN ACCORDANCE WITH CHAPTER 2 OF PART 13 OF THE
COMPANIES ACT 2006**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed in the case of resolutions 1 and 2 as special resolutions and in the case of resolution 3 as an ordinary resolution

SPECIAL RESOLUTIONS

- 1 THAT subject to the approval of HM Revenue and Customs, the Articles of Association of the Company be hereby amended as follows
- 1 1 Article 1 2 be and is hereby amended by inserting "60, 61" immediately following "41",
- 1 2 Article 6 1 be and is hereby amended by changing the reference from "7 3" to "7 2",
- 1 3 Article 7 2 be and is hereby deleted in its entirety and replaced in substitution therefor with the following new Article 7 2

Notwithstanding any other provision in these Articles a Member may at any time transfer all or any of his shares and the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer

- *is executed by or in favour of a bank or institution to which such shares have been charged by way of security or to any nominee of such bank or institution (a "Secured Institution"), or*
- *is delivered to the Company for registration by a Secured Institution or its nominees in order to perfect its security over the shares, or*
- *is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,*

and the directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the

articles or otherwise howsoever to require such shares to be transferred to them for any valuable consideration or otherwise

- 1 4 Article 11 1 be and is hereby deleted in its entirety and replaced in substitution therefor with the following new Article 11 1

In these Articles a "Qualifying Offer" shall mean a bona fide arm's length offer in writing by or on behalf of any person (the "Offeror") to the holders of at least 75 per cent of the issued ordinary share capital in the Company to acquire at least 75 per cent of the issued ordinary share capital

- 1 5 Article 11 3 be and is hereby deleted in its entirety and replaced in substitution therefor with the following new Article 11 3

The Accepting Members, or their nominee, shall subject to Article 11 4 give written notice to the remaining holders of the equity share capital including holders of equity share capital issued within 10 days of notification that a Qualifying Offer has been made (the "Remaining Members") of their wish to accept the Qualifying Offer and the Remaining Members shall become bound to transfer their shares on the basis set out in Article 11 5

- 1 6 Article 11 4 be and is hereby deleted in its entirety and replaced in substitution therefor with the following new Article 11 4

The written notice served under Article 11 3 shall be binding on all the Remaining Members and any failure to receive the same by any Remaining Member for any reason shall not invalidate the notice and the Remaining Members shall still be bound to transfer their shares on the basis set out in Article 11 5

- 1 7 Article 11 5 be and is hereby deleted in its entirety and replaced in substitution therefor with the following new Article 11 5

The terms upon which the Remaining Members shall be bound to transfer their shares shall be on the same terms as the Qualifying Offer to the Offeror (or his nominee) with full title guarantee on the date specified by the Offeror and any of the Accepting Members shall be entitled to, and shall be entitled to authorise and instruct such person as they think fit to, execute the necessary transfer(s) and indemnities and give consent to short notice of any general meetings on the Remaining Member's behalf and following such execution, any such Accepting Member shall be entitled to appoint the Offeror, or any director of the Offeror as the Remaining Members' proxy to vote at any general meeting of the Company, and against receipt by the Company (on trust for such Member) (without any obligation to pay interest) of the consideration payable for the relevant shares, deliver such transfer(s) and certificate(s) or indemnities to the Offeror (or his nominee) and register such Offeror (or his nominee) as the holder thereof and, after such registration, the validity of such proceedings shall not be questioned by any person

- 1 8 The insertion of a new Article 11 6

Article 9 and Article 10 shall not apply to any transfer pursuant to the terms of a Qualifying Offer

- 1 9 The insertion of a new Article 16 9 to precede the existing Article 16 9 which Article shall be re-designated Article 16 10


Regulation 60 and 61 shall not apply and the chairman shall be entitled to accept proxies in such form as the Board shall have previously approved from time to time for the purposes of voting at general meetings of the Company

- 2 THAT the directors of the Company be empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94(2) of the Act) pursuant to the authority conferred by the ordinary resolution (3) below as if section 89(1) of the Act did not apply to any such allotment provided that such power shall be limited to the allotment of equity securities with a nominal value of up to £20,000 and provided further that such power shall, unless previously revoked or varied by the Company in general meeting, expire five years from the date of the passing of this resolution save that the Company may before such expiry make an offer or an agreement which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired

ORDINARY RESOLUTION

- 3 THAT the directors of the Company be generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 ("the Act") to exercise all and any powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) up to an aggregate nominal amount of £10,000 provided that such authority shall, unless previously revoked or varied by the Company in general meeting, expire five years from the date of the passing this resolution save that the Company may before such expiry make an offer or an agreement which would or might require relevant securities to be allotted after such expiry and the directors of the Company may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired

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


 Signature for and on behalf of
 Groove Investments UK Ltd
 JON HATHER
 Print Name
 Date 22 February 2008

Signature

Print Name
 Date

2008

Signature

Print Name
 Date

2008

Signature

Print Name
 Date

2008


2. THAT the directors of the Company be empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94(2) of the Act) pursuant to the authority conferred by the ordinary resolution (3) below as if section 89(1) of the Act did not apply to any such allotment provided that such power shall be limited to the allotment of equity securities with a nominal value of up to £20,000 and provided further that such power shall, unless previously revoked or varied by the Company in general meeting, expire five years from the date of the passing of this resolution save that the Company may before such expiry make an offer or an agreement which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired

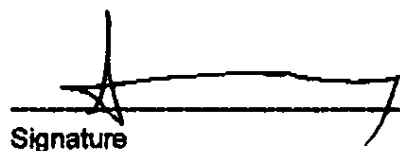
ORDINARY RESOLUTION


- 3 THAT the directors of the Company be generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 ("the Act") to exercise all and any powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) up to an aggregate nominal amount of £10,000 provided that such authority shall, unless previously revoked or varied by the Company in general meeting, expire five years from the date of the passing this resolution save that the Company may before such expiry make an offer or an agreement which would or might require relevant securities to be allotted after such expiry and the directors of the Company may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired

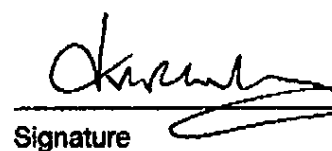
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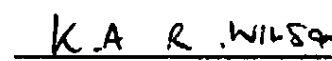

Signature


Print Name
Date 21-02 2008


Signature


Print Name
Date 21-2- 2008


Signature


Print Name
Date 21-02 2008

Signature

Print Name
Date 2008

EXPLANATORY NOTES FOR SHAREHOLDERS:

Please read the following notes before signifying your agreement to the resolutions

- 1 If you agree to the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivering the signed copy to Cygnet 2008 Limited 179 Kings Road, Kingston Upon Thames, Surrey, KT2 5JH or by returning the signed copy by post to the same address. Alternatively, you may fax the signed resolution to +44 (0)208 541 0121

If you do not agree to the above resolutions, you do not need to do anything
- 2 Once you have indicated your agreement to the resolutions, you may not revoke your agreement
- 3 Unless sufficient agreement has been received for the resolutions to pass by the 28th day after the circulation date, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or on this date
- 4 Sufficient agreement will have been reached to pass an ordinary resolution if eligible members (i.e. members who were entitled to vote at the time the resolution was circulated) representing a simple majority of the total voting rights of eligible members signify their agreement to it. Sufficient agreement will have been reached to pass a special resolution if eligible members representing not less than 75% of the total voting rights of eligible members signify their agreement to it
- 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