

Company No: 6537663

TUESDAY



COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

SPITFIRE HOLDINGS LIMITED

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 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 2 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

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RESOLUTION 2

As a special resolution

THAT, the Articles of Association of the Company be and are hereby amended as follows:

1. The definition of "Investor Director" shall be amended to "a director appointed pursuant to **Article 19**".
2. The sentence in **Article 5.3.2** being, "the holders of the A Ordinary Shares shall for so long as such Specified Circumstance continues to subsist (without being remedied or waived) be entitled to exercise as a class on a poll" shall be deleted and replaced with "the holders of an Investor Majority" shall for so long as such Specified Circumstance continues to subsist (without being remedied or waived) be entitled to exercise on a poll"
3. The sentence in brackets at the end of **Article 5.3.4** being, "PROVIDED ALWAYS that at least one member holding or representing the holders of A Ordinary Shares is present in person or by proxy", shall be deleted and replaced with "PROVIDED ALWAYS that a representative of LDC is present in person or by proxy"

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- 4 The sentence in brackets in the second sentence of **Article 16.1** being, "at least one of whom must be a holder of A Ordinary Shares and one of whom must be the holder of B Ordinary Shares present in person, by proxy or by duly authorised representative" shall be deleted and replaced with "at least one of whom must be a representative of LDC and one of whom must be the holder of B Ordinary Shares present in person, by proxy or by duly authorised representative"
5. The sentence in the last two lines of **Article 16.1** being, "the holders then present shall form a quorum provided always that a holder of A Ordinary Shares and a holder of B Ordinary Shares are present" shall be deleted and replaced with "the holders then present shall form a quorum provided always that a representative of LDC and a holder of B Ordinary Shares are present"
- 6 **Article 17** shall be deleted in its entirety and replaced with "For the avoidance of doubt, but subject always to Article 28, where a Specified Circumstance is continuing and has not been remedied or waived, the voting rights attaching to the B Ordinary Shares shall be suspended and accordingly a written resolution signed by LDC shall be valid and binding on the Company and all of the members"
- 7 The reference to "the Investors" at the beginning of **Article 27** shall be amended to "LDC or any connected person", the words "they hold" shall be inserted between the words "A Ordinary Shares" and "pursuant to Article 5 3 2" in **Article 27.1** and the reference to "the holders of the A Ordinary Shares" in the last sentence of **Article 27** shall be amended to "LDC or any connected person".
- 8 **Articles 30** and **31** shall be deleted in their entirety and replaced with the following

30 **DIRECTORS' APPOINTMENTS AND INTERESTS**

30 1 Subject to the provisions of the Statutes, a director (other than an Investor Director) notwithstanding his office, but subject always to obtaining the consent in writing of the Investor Majority:

30 1 1 may be a party to or otherwise interested in any transaction or arrangement with the Company,

30 1 2 may hold any other office or employment with the Company (other than the office of auditor),

30 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

30.1.4 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 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 30.1.1 to 30.1.3** (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

30.2 For the purposes of **Article 30.1:**

30 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;

30 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

30 2 3 an interest of a person who is for any purpose of the Statutes (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

30 3 Subject to the provisions of the Statutes, an Investor Director notwithstanding his office:

- 30.3 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,
- 30.3 2 may hold any other office or employment with the Company (other than the office of auditor),
- 30 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,
- 30.3.4 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
- 30.3.5 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 30.3.1 to 30.3.4** (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.

30.4 For the purposes of **Article 30.3**:

- 30 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,
- 30 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

30.4.3 an interest of a person who is for any purpose of the Statutes (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

30 5 Regulations 85, 86 and 94 of Table A shall not apply to the Company

31 **AUTHORISATION OF DIRECTORS' CONFLICTS OF INTEREST**

31 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 Majority 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 Majority or without such conditions attaching to the authorisation as specified by the Investor Majority will be ineffective

31.2 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

31.3 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 31** 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 31** and either fails to disclose it to the directors or fails to use it in relation to the Company's affairs.

31 4 In relation to any meeting of the directors to consider whether to authorise a conflict of interest of the Investor Director.

31 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;

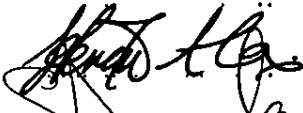
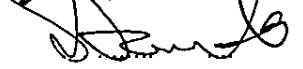
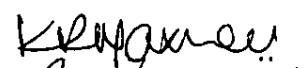


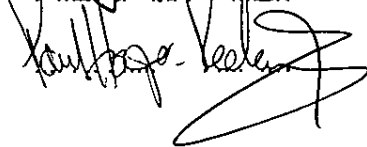
31 4 2 the meeting shall not deal with any other business other than that of the consideration of the conflict of interest of the Investor Director,

31 4 3 the quorum for such meeting shall be one and regulation 89 of Table A is varied accordingly

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
Lloyds TSB Development Capital Limited	..	
OBS 2008		
Kevin Cox		30.9.2008
Stephen Daniels		30.9.2008
Keith Maxwell		30.9.2008
Peter McGrail		30.9.2008
Kevin Walker		30.9.2008
Paul Hooper-Keeley		30.9.2008
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- 31.4.2 the meeting shall not deal with any other business other than that of the consideration of the conflict of interest of the Investor Director;
- 31.4.3 the quorum for such meeting shall be one and regulation 89 of Table A is varied accordingly.

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OBS 2008		30.9.2008..
Kevin Cox		..
Stephen Daniels		.
Keith Maxwell
Peter McGrail		..
Kevin Walker	..	.
Paul Hooper-Keeley		..

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NOTES

- 1 Shareholders who wish to agree to such resolutions should signify their agreement by signing and returning this document by fax or email to Kevin Cox

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 23 October 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