

WEDNESDAY



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12/10/2011

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COMPANIES HOUSE

Company No 6595141

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

CMG INVESTMENT HOLDINGS LIMITED (the "Company")

15 SEPTEMBER 2011

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company (the "Directors") propose that the following resolutions are passed as written resolutions of the Company, having effect as special resolutions (the "Resolutions"):-

SPECIAL RESOLUTIONS

1. THAT the Articles of Association of the Company be and are hereby amended by:-
 - 1.1 the insertion of the following additional definition (into Article 2 at the appropriate place in the alphabetical order):-

"Total Repaid Amount" shall have the meaning given to it in the Facility Agreement
 - 1.2 the amendment of the following definitions in Article 2 as follows:-

"A Exit Amount" means the amount by which the Consideration Proceeds exceed £67,500,000 minus the Total Repaid Amount as at the Exit Date but are less than or equal to £76,000,000 minus the Total Repaid Amount as at the Exit Date

"B Exit Amount" means the amount by which the Consideration Proceeds exceed £75,000,000 minus the Total Repaid Amount as at the Exit Date but are less than or equal to £90,000,000 minus the Total Repaid Amount as at the Exit Date

"C Exit Amount" means the amount by which the Consideration Proceeds exceed £90,000,000 minus the Total Repaid Amount as at the Exit Date but are less than or equal to the Bank Break Even Amount

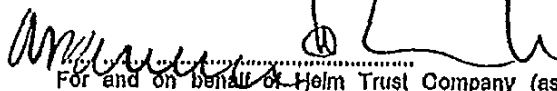
"Investor Return" means:

 - (a) In respect of an A Exit Amount, if a positive number, an amount equal to 32.5% of the A Exit Amount (the "A Exit Return");
 - (b) In respect of a B Exit Amount, if a positive number, an amount equal to 62.5% of the B Exit Amount plus the A Exit Return, (together, the "B Exit Return"); and
 - (c) In respect of a C Exit Amount, if a positive number, an amount equal to 40% of the C Exit Amount plus the B Exit Return

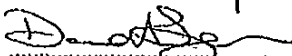
AGREEMENT

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

We, the undersigned, were at the time the Resolutions were circulated, 15/9/2011, entitled to vote on, and hereby irrevocably agree to, the Resolutions:-

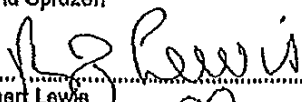

For and on behalf of Helm Trust Company (as trustee of a settlement known as the Mustard Seed Settlement)

24 September 2011


David Spruzen

26/9/11

2011


Robert Lewis

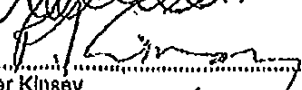
18/9/11

2011


Sir William Wall

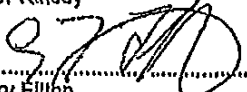
17/9/11

2011


Peter Kinsey

15/9/11

2011


Garry Fitton

15/9/11

2011

NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:-

- By Hand: delivering the signed copy to Garry Fitton;
- Post: returning the signed copy by post to Garry Fitton, c/o The Pointe 89, Hartfield Road, Wimbledon, London SW19 3TJ;
- Fax: faxing the signed copy to +44 (0) 20 7418 7050 marked for the attention of Andrew Masraf, Pinsent Masons LLP Secretarial Limited;
- E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to Garry Fitton (Garry.Fitton@cmg.co.uk). Please enter "Written Resolutions 2011" in the e-mail subject box.

If you do not agree to all of the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.