Written Resolution

No. 6869325

To all the members of Davies UK 6A Limited

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 and to a board resolution passed today, the directors of the Company propose the following resolution which is being proposed as a special resolution.

DAVIES UK 6A LIMITED (THE "COMPANY")

WRITTEN RESOLUTION

We, the undersigned, being the sole member of the Company who (at the circulation date of these resolutions) (as defined in section 290 of the Companies Act 2006 (the " **Circulation Date**")) would have been entitled to vote on the below resolution, hereby agree, pursuant to Chapter 2, Part 13 of the Companies Act 2006, to the following resolution, which is being proposed as a special resolution.

SPECIAL RESOLUTION

THAT:

(a) the authorised share capital of the Company be increased from £14,000 to £1,385,000 by the creation of 137,100,000 ordinary shares of £0.01 each identical to and ranking pari passu with the existing ordinary shares of £0.01 each of the Company;

(b) the directors be generally and unconditionally authorised, for the purposes of section 80 of the Companies Act 1985, to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the said Act) up to an aggregate nominal amount of £1,385,000, this authority to expire on the date falling five years from the date of this resolution (save that the Company may before such expiry make any offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired). This authority shall be in substitution for and shall replace any existing authority pursuant to the said section 80 to the extent not utilised at the date this resolution is passed;

(c) the directors be authorised to capitalise £1,370,655 (being all of the sum standing to the credit of the Company's share premium account) and to appropriate such sum to the holders of the ordinary shares of £0.01 each on the register of members at the close of business on 18 August 2009 and to apply such sum on their behalf in paying up in full at par up to a maximum of 137,065,599 ordinary shares of £0.01 each and to allot and distribute such shares to such holders on the basis of 99 new ordinary shares for every 1 existing ordinary share then held and that such shares shall rank for all purposes pari passu with the existing issued ordinary shares of £0.01 but so that no such member shall be entitled to a fraction of a share and to authorise the directors to take all such other steps as they may deem necessary or desirable to implement such capitalisation;

(d) ~~subject to the issue~~ of shares authorised by sub-paragraph (c) above having taken place: For Info Only

(i) the issued share capital of the Company be reduced from £1,384,501 to 1p by cancelling and extinguishing 138,450,099 ordinary shares of £0.01 each registered in the name of Tragus Bidco Limited and by cancelling and extinguishing 49,900 unissued ordinary shares of £0.01 each; and

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(ii) conditional upon (i) above taking effect, the memorandum of the Company be amended by the adoption of a new memorandum in the form appended hereto and, for the purposes of identification, initialled on our behalf; and

(e) conditional on all other resolutions in this written resolution taking effect, the directors be authorised to waive the debt currently held as an asset by the Company which is owed by Tragus Bidco Ltd (the Company's parent) under a senior and second lien facilities agreement dated 15 December 2006 between Tragus Bidco Ltd and Barclays Bank plc.

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

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for and on behalf of
Tragus Bidco Limited

Date: 18 August 2009

NOTES

1. To signify your agreement to the resolution, please sign and date this document where indicated above and return it to the Company using one of the following methods:

   By Hand: delivering the signed copy to the Company at its registered office.

   Post: returning the signed copy by post to the Company at its registered office.

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

3. If the resolution is not passed by the end of the period of 28 days beginning with the Circulation Date it will lapse.