

LOWERGATE HOLDCO LIMITED

Company Number 07476462
(the "Company")

Certified a true and complete copy of the original

Shearman & Sterling LLP

Written Resolution of Sole Member

Circulation Date **4 February 2011**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as an ordinary resolution and a special resolution (the "**Resolutions**")

1 ORDINARY RESOLUTION

- 1 1 That the terms of, and the transactions contemplated by, the Transaction Documents and the Transactions, and the performance by the Company of its obligations thereunder, be and are hereby approved (all capitalised terms shall convey the same meaning as in the board minutes of a meeting of the directors of the Company appended to the Resolutions)
- 1 2 That it would promote the success of the Company for the benefit of its members as a whole, and be to the further benefit and advantage of the Company to grant the guarantees as set out in the Finance Documents
- 1 3 That the directors of the Company are instructed to take any action in connection with the negotiation, execution, delivery and performance of the Transaction Documents (to which the Company is a party) as they shall deem necessary and appropriate

2 SPECIAL RESOLUTION:

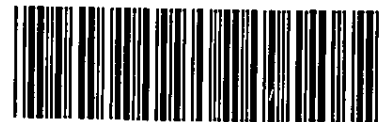
- 2 1 That the Company's articles of association be amended as follows
- (a) Article 8 be deleted in its entirety and replaced with "Pre-emption Rights - Article 561 of the Companies Act 2006 is hereby disapplied ". and
- (b) A new article 23 2 be inserted as follows "Notwithstanding any other provision in these articles to the contrary, the Directors shall not refuse to register any transfer of shares to a bank or financial institution in connection with the granting to such bank or financial institution of a charge or other security interest over shares, or in connection with the enforcement of such charge or other security interest "

3 AGREEMENT

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

The undersigned being the sole member of the Company entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agrees to the Resolutions

FRIDAY



LD5

LAROURKF
11/02/2011
COMPANIES HOUSE

76

Signed by

A handwritten signature in black ink, appearing to be 'Helen', written over the text 'Signed by'.

Towergate Finance plc

Dated 04th February 2011

NOTES

- 1 If you agree with 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
 - (a) By Hand delivering the signed copy to Andrew Hunter, Towergate House, Eclipse Park Sittingbourne Road, Maidstone, Kent, ME14 3EN
 - (b) By Post returning the signed copy by post to Andrew Hunter, Towergate House, Eclipse Park, Sittingbourne Road Maidstone, Kent, ME14 3EN

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 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 3 Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date
- 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