

26
Company No 07882099

KEY MIDCO LIMITED
(the "Company")

PRIVATE COMPANY LIMITED BY SHARES

THURSDAY



**Written resolutions of the members of the Company pursuant to
section 288 and Chapter 2 of Part 13 of the Companies Act 2006**

Date *21 January 2012*

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a unanimous resolution, **HEREBY VOTE IN FAVOUR OF THE FOLLOWING RESOLUTIONS IN WRITING**, as unanimous resolutions of the Company, and hereby irrevocably agree in accordance with section 288 of the Companies Act 2006 that the said resolutions shall for all purposes be valid and effective as if passed as special resolutions at a general meeting of the Company duly convened and held

UNANIMOUS RESOLUTIONS

Alteration of Articles

THAT the Company amends its articles by inserting a new Article at Article 18, with all following Articles renumbered accordingly

18 Facility Override

18 1 Notwithstanding anything else in the constitution (within the meaning of Section 17 of the Companies Act 2006) of the Company (including, without limitation, these Articles), the Articles are all subject to

18 1 1 these Articles 18 1, 18 2 and 18 3, and

18 1 2 any relevant provisions relating to the payment of dividends or distributions or redemptions of capital and contained in a facilities agreement (a "**Facilities Agreement**") entered into by the Company with any bank or financial institution (a "**Lender**") in connection with financial accommodation provided to the Company and/ or any of its subsidiaries

18 2 Without limiting Article 18 1 the payment of any dividend and payments in respect of any redemption of any class of shares shall not be made to the extent prohibited by a Facilities Agreement

18 3 No rights accruing to any member arising out of the late payment of dividends or the late redemption of any class of shares shall entitle such member to vote on any resolution to wind-up the Company or appoint an administrator in respect of the Company or take any steps to enforce such rights (whether by action, insolvency proceeding or otherwise) unless a lender has declared all amounts owing under a Facilities Agreement to be immediately due and payable in accordance with the terms of the Facilities Agreement or shall have by written notice served on the directors of the Company at its registered office agreed otherwise

Agreement to written resolution

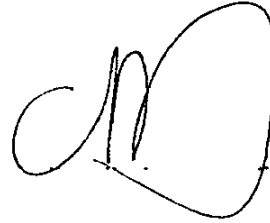
Please read the notes at the end of this document before signifying your agreement to the written resolution

The undersigned, a person entitled on the date set out above to vote on the written resolution, hereby irrevocably agrees to the Unanimous Resolution

Individual member

Signed by *Stephen Delaney*

Signature



For and on behalf of Key Topco Limited

Date *21 January* 2012

NOTES

Procedures for signifying agreement

- 1 You can choose to agree to the resolution but you must agree to the resolution in its entirety. If you agree to the resolution, please signify your agreement by signing and dating this document where indicated above and returning it to the Company.

If you do not agree to the resolution, you do not need to do anything. You will not be deemed to agree if you do not reply.

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

Period for agreeing to written resolution

- 3 Unless, by the end of 24 days beginning with the circulation date, sufficient agreement has been received for the written resolution to be passed, it will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or on that date. Your agreement will be ineffective if received after that date.