

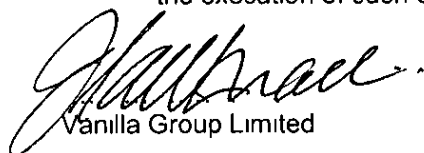
JLA LIMITED (Company)

**Written Resolution pursuant to
Section 381A Companies Act 1985 (as amended)**

We, the undersigned, being the sole member of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, hereby pass the following resolutions as Special Resolutions of the Company pursuant to section 381A of the Companies Act 1985 (as amended) (**Act**) and hereby agree that the said resolutions shall for all purposes be as valid and effective as if passed by us as Special Resolutions at a general meeting of the Company duly convened and held

SPECIAL RESOLUTIONS

- 1 That the provisions and performance of the obligations set out in the documents listed in the appendix to this Written Resolution (**Documents**), which the Company is proposing to enter into in connection with certain finance arrangements with Barclays Bank PLC (**Barclays**) (in various capacities) and certain other financial institutions (as set out in the Facilities Agreement (as defined below)) be and are hereby approved (copies of such Documents having been supplied to the members of the Company and the Company's auditors prior to the signing of this Written Resolution), subject to such changes as the Company's Directors, in their absolute discretion, think fit
- 2 That, notwithstanding any provisions of the Company's Memorandum and Articles of Association or any personal interest of any of the Company's Directors, the Company's Directors and/or Secretary be and are hereby authorised and directed to execute, deliver and perform the obligations set out in the Documents and give or execute any or all notices, communications or other documents on behalf of the Company pursuant to or in connection with each of the Documents for the Company in such manner and subject to such changes as the Company Directors, in their absolute discretion, think fit (such opinion being evidenced by the execution of such document)


Vanilla Group Limited

Date 07 August 2007



The Appendix

Documents

- 1 A business overdraft facility letter, a spot and forward exchange transactions facility letter and a bonds, guarantees and/or indemnities facility letter to be made available by Barclays to the Company (together, **Ancillary Facilities Letters**),
- 2 A composite guarantee and debenture (**Guarantee and Debenture**) to be given by, inter alios, the Company in favour of the Security Trustee pursuant to which the Company grants fixed and floating charges over its assets and undertaking in order to secure the Secured Obligations (each such term as defined therein), and
- 3 A security trust deed (**Security Trust Deed**) to be entered into between, inter alios, the Company, the Security Trustee and the Lenders pursuant to which the Security Trustee holds the Secured Assets on trust for the Beneficiaries (each such term as defined therein)