

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

of

ALCONTROL NETHERLANDS LIMITED
(the "Company")



WE, being all the members of the Company who at the date of these resolutions are entitled to attend and vote at a general meeting of the Company, RESOLVE, in accordance with section 381A of the Companies Act 1985, to pass the following as written resolutions:

1. THAT, the terms of and the transactions contemplated by the following documents:
 - 1.1.1 EUR240,000,000 senior credit agreement dated 13 November 2004 between Nailgreen Limited, as Parent, the Original Borrowers, Original Guarantors, Dresdner Kleinwort Wasserstein Limited, as Mandated Lead Arranger, Dresdner Bank AG London Branch as Facility Agent and Security Agent, and the Original Lenders (as amended and restated at the date hereof) (the "**Senior Credit Agreement**") pursuant to which the Company and the remaining Financial Assistance Companies will guarantee to each Finance Party the Obligations of the Obligor;
 - 1.1.2 intercreditor deed dated 13 November 2004 between Nailgreen Limited, as Parent, the Original Borrowers, the Original Guarantors, Intra-Group Creditors, the Priority Lenders and Term D Lenders, the Investors, Dresdner Bank AG London Branch, as Facility Agent and Security Agent, Dresdner Bank AG London Branch, as the representative of the Term D Lenders, and the Hedging Lenders (as amended and restated at the date hereof) (the "**Intercreditor Deed**") pursuant to which, amongst other things, the Company and the remaining Financial Assistance Companies agree to certain provisions governing the priorities of the Finance Parties, the Hedging Lenders, the Investors and the Obligor;
 - 1.1.3 an agreed form accession document to be entered into between the Company, ALcontrol Invest (UK) Limited (formerly Nailgreen Limited) and Dresdner Bank AG London Branch pursuant to which the Company would accede as an Obligor to both the Senior Credit Agreement and the Intercreditor Deed (the "**Accession Deed**");

- 1.1.4 English law debenture dated 13 November 2004 between Nailgreen Limited, as Parent, the Company and Dresdner Bank AG London Branch, as Security Agent (the "**Debenture**") pursuant to which the Company and the remaining Financial Assistance Companies will grant security for the obligations of each Charging Company under each or any of the Finance Documents;
- 1.1.5 an agreed form accession document to be entered into between the Company, ALcontrol Invest (UK) Limited (formerly Nailgreen Limited) and Dresdner Bank AG London Branch pursuant to which the Company would accede to the Debenture (the "**Security Accession Deed**");
- 1.1.6 An intra-group loan agreement (to be dated on or about the date hereof) between ALcontrol Holdings (UK) Limited and the Financial Assistance Companies pursuant to which the Financial Assistance Companies will make available loan facilities to ALcontrol Holdings (UK) Limited to comply with its payment obligations under the Senior Credit Agreement or for its general corporate purposes ("**Intra-Group Loan Agreement**"); and
- 1.1.7 any other documents required in connection with the Senior Credit Agreement,

(together the "**Documents**") will materially commercially benefit the Company, because it was perceived that the Company would have direct access to the proceeds of the Facility (as defined in the Senior Credit Agreement) going forward, and as a result, be and are hereby approved and that it is in the best interests of, and to the further benefit and advantage of the Company to enter into the Documents.

2. THAT the company execute, deliver and perform its obligations where required under the Documents (as may be amended) and all requests, confirmations, notices, certificates made by any obligor under or in respect of the Documents and be bound by them.
3. THAT the Directors are entrusted to take any action in connection with the negotiation, execution, delivery and performance of the Documents as they shall deem necessary or appropriate.
4. THAT the giving of financial assistance by the Company under Section 155(6) of the Companies Act 1985 (the "**Act**") be and is hereby approved and each Director of the Company is hereby authorised to make the statutory declarations under Section 155(6) of the Act.

SIGNATURE: T. C. Rebinse
for and on behalf of ALcontrol Financial Limited

DATE: 10 December 2004