

Company number 6250176

BRIGHTHOUSE GROUP LIMITED
("the Company")

**Written resolutions of the Company pursuant to
 section 281 and Chapter 2 of Part 13 Companies Act 2006**

In accordance with Chapter 2 of Part 13 Companies Act 2006, the directors of the Company propose the following written resolutions which are proposed as special resolutions ("**Special Resolutions**")

SPECIAL RESOLUTIONS

1 That immediately following the transfer of 33,280 issued A ordinary shares of £0.01 each ("the Shares") in the capital of the Company to Richard Pym by Haig Luxembourg Holdco S à r l, each of the Shares be reclassified as 33,280 ordinary shares of £0.01 each in the Company, having the rights and being subject to the restrictions set out in the Articles of Association of the Company as amended pursuant to Resolution 2 below

2 That the Articles of Association of the Company be hereby altered as follows

2.1 by the replacement of the definition in Article 2.1 of "the Investor Percentage" with the following

"the Investor Percentage" the percentage calculated in accordance with the following formula

$$100\% - \left(\frac{((13\% \times RP) + (10\% \times X) + (15\% \times Y)) \times 100}{RP} \right) \%$$

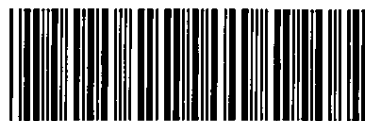
where

RP = the Realisation Proceeds

X = (i) if the Investor Return is less than or equal to the Investor Cost multiplied by 2.5, zero, or

(ii) if the Investor Return is greater than the Investor Cost multiplied by 2.5, the amount by which the Investor Return exceeds the Investor Cost multiplied by 2.5 up to a maximum of the amount at which the Investor Return exceeds the Investor Cost multiplied by 3

Y = (i) if the sum of the Investor Return minus (10% x X) is less than or equal to the Investor Cost multiplied by 3, zero, or



(ii) if the sum of the Investor Return minus $(10\% \times X)$ is greater than the Investor Cost multiplied by 3, the amount by which the Investor Return minus $(10\% \times X)$ exceeds the Investor Cost multiplied by 3

The certificate of the Auditors as to the Investor Percentage shall (save in the case of a manifest error) be conclusive and binding on the Company and the Members", and

2.2 by the replacement of Article 3 with the following

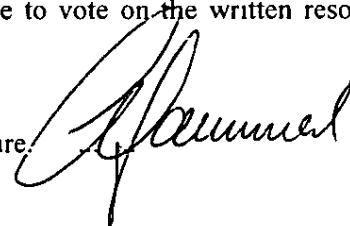
"The share capital of the Company is £66,560 divided into 5,790,720 A Ordinary Shares and 865,280 Ordinary Shares"

Agreement to written resolution

The undersigned, persons entitled on the date set out above to vote on the written resolution, irrevocably agrees to the Special Resolutions

Signed by **Halsey Sàrl**
Represented by
Christophe Gammal
for and on behalf of Haig Luxembourg Holdco
S à r l

Signature.



Date 24 January 2008

Signed by Leo McKee

Signature

Date 2008

Signed by Giles David

Signature

Date 2008

Signed by Peter Kelly

Signature

Date 2008

Signed by Hamish Paton

Signature

Date 2008

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Signed by
for and on behalf of Haig Luxembourg Holdco
S à r l


GAVIN JOHN FARRELL
MANAGER B

Signature

Date 24 January 2008

Signed by Leo McKee

Signature

Date 2008

Signed by Giles David

Signature

Date 2008

Signed by Peter Kelly

Signature

Date 2008

Signed by Hamish Paton

Signature

Date 2008

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Signed by Andy Parkinson

Signature



Date 24 January 2008

Signed by David Harwood

Signature

Date 2008

Signed by Mark Lynch

Signature

Date 2008

Signed by James Alexander

Signature

Date 2008

Signed by Paul Collins

Signature

Date 2008

Signed by Tim Pascall

Signature .

Date 2008

Signed by Adrian Rodgers

Signature .

Date 2008

Signed by Alan Beesley

Signature .

Date 2008

Signed by Gary Hickland

Signature .

Date 2008

Signed by Neil Edwards

Signature

Date 2008

Signed by Simon Bion

Signature

Date 2008

Signed by Simon Mouncer

Signature

Date 2008

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 using one of the methods set out below

- **By Hand** deliver the signed and dated copy to Brighthouse Group Limited, Chiltern House, Marsack Street, Caversham, Reading, Berkshire RG4 5AP
- **By Post** return the signed and dated copy by post to Brighthouse Group Limited, Chiltern House, Marsack Street, Caversham, Reading, Berkshire RG4 5AP

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

Unless, by the end of [21/2/08]¹ sufficient agreement has been received for the written resolution to pass, it will lapse
If you agree to the resolution, please ensure that your agreement reaches us before or during that date Your agreement will be ineffective if received after that date

¹ Insert date which is 28 days after date resolution is circulated