

Company no 6250176

WEDNESDAY



BRIGHTHOUSE GROUP LIMITED
(the "Company")

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

Date 1 October 2008

In accordance with Chapter 2 of Part 13 Companies Act 2006, the directors of the Company propose the following written resolutions, the first of which is proposed as an ordinary resolution and the remainder of which are proposed as special resolutions (together, the "**Resolutions**")

ORDINARY RESOLUTION

- 1 THAT, with effect on and from 1 October 2008 or such other date that Companies Act 2006 section 175 comes into force, if a Conflict Situation arises
 - a the Directors may authorise it for the purposes of Companies Act 2006 section 175(4)(b) by a resolution of the Directors made in accordance with that section and the Articles,
 - b at the time of the authorisation, or at any time afterwards, the Directors may impose any limitations or conditions or grant the authority subject to such terms which (in each case) they consider appropriate and reasonable in the circumstances, and
 - c any authorisation may be revoked or varied at any time in the discretion of the Directors

SPECIAL RESOLUTIONS

- 2 THAT, with effect on and from 1 October 2008 or such other date that Companies Act 2006 section 175 comes into force, an Investor Director
 - a may be an employee, consultant, director, member, partner or other officer of, or shareholder in, the Investor who has appointed him or an Investor Affiliate,
 - b may be taken to have, through previous or existing dealings, a commercial relationship with the Investor who has appointed him or an Investor Affiliate,
 - c may be a director or other officer of, or be a member of, or be employed by, or otherwise involved in the business of other entities in which the Investor who has appointed him or an Investor Affiliate has or may have an interest from time to time, and
 - d shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such other directorship, membership, partnership, office, employment relationship or his involvement with the Investor who has

appointed him or with an Investor Affiliate or with any entity referred to in Resolution 2(c) and he shall not be in breach of the duties he owes to the Company as a result of any Conflict Situation which arises from the relationships contemplated by this paragraph, including (without limitation) in relation to proposals for financing or otherwise promoting the business of (whether in competition with the Company or not) any such other entity

3 THAT, with effect on and from 1 October 2008 or such other date that Companies Act 2006 section 175 comes into force, a Director

- a may be a shareholder in the Company,
- b may be a shareholder in, employee, director, member, partner or other officer of, or consultant to, or shareholder in, a subsidiary of, or a holding company of, or a subsidiary of a holding company of, the Company (which terms shall have the meanings given to them in Companies Act 2006 section 1159) (each a “Group Company”), and
- c shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such shareholding in the Company or any such other directorship, membership, partnership, office, employment relationship or his involvement with any Group Company and he shall not be in breach of the duties he owes to the Company as a result of any Conflict Situation which arises from his shareholding in the Company or his relationship with a Group Company, including (without limitation) in relation to proposals for financing or otherwise promoting the business of (whether in competition with the Company or not) any such other entity.

4 THAT, with effect on and from 1 October 2008 or such other date that Companies Act 2006 section 175 comes into force, in the circumstances contemplated by Resolutions 2 and 3 and notwithstanding any provision of the Articles

- a each Director shall.
 - i be entitled to receive any papers or other documents in relation to, or concerning, matters to which the Conflict Situation relates,
 - ii not be excluded from those parts of the meetings of the Directors or meetings of a committee of the directors at which matters to which the Conflict Situation relates are discussed, and
 - iii be entitled to vote (and form part of the quorum) at any such meeting, and
- b any information which a Director obtains, other than in his capacity as a Director or employee of the Company, which is confidential in relation to an entity referred to in Resolution 2 or to a Group Company, need not be disclosed or used for the benefit of the Company where such disclosure or use would constitute a breach of confidence

5 THAT Regulation 94 of Table A in so far as it relates to the Company shall be adapted accordingly

For the purposes of the Resolutions, the following words shall have the following meanings

Articles: the articles of association of the Company in place from time to time,

a Conflict Situation: a situation in which a director has, or can have, a direct or indirect interest that conflicts, or may possibly conflict, with the interests of the Company, including in relation to the exploitation of any property, information or opportunity and regardless of whether the Company could take advantage of the property, information or opportunity itself, but excluding a situation which could not reasonably be regarded as likely to give rise to a conflict of interest,

Director: a director of the Company from time to time,

Fund Manager: a person whose principal business is to make, manage or advise on investments,

Investor: Haig Luxembourg Holdco S à r l ,

Investor Affiliate: any direct or indirect subsidiary or holding undertaking of the Investor, and any other subsidiary of that holding undertaking (which terms shall have the meanings given to them in Companies Act 2006 section 1159) and, where the holding undertaking of the Investor is, directly or indirectly, a fund, partnership, company syndicate or other entity whose business is managed or advised by a Fund Manager (an “Investment Fund”), or a nominee of any such person

- (i) that Fund Manager, any subsidiary or holding company of that Fund Manager, and any other subsidiary of any holding company of that Fund Manager, and
- (ii) any participant or partner in, or member of, any such Investment Fund and any entity connected with such Investment Fund, and
- (iii) any trustee, nominee or custodian of such Investment Fund and vice versa, and
- (iv) that Investment Fund and any other fund, partnership, company, syndicate or other entity whose business is managed or which is advised by that Fund Manager and any entity connected with such other fund, partnership, company, syndicate or other entity (where any question as to whether a person is connected with any other person shall be determined in accordance with the provisions of the Income and Corporation Taxes Act 1988 section 839),

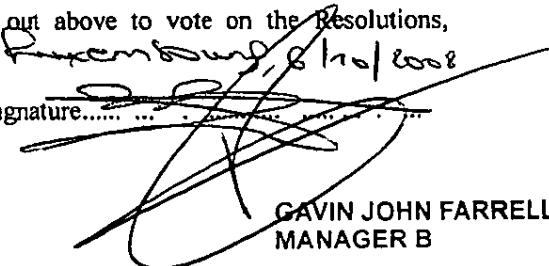
Investor Director: a Director appointed by an Investor

Agreement to the Resolutions

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

The undersigned, a person entitled on the date set out above to vote on the Resolutions, irrevocably agrees to the Resolutions.

Signed by .. **Halsey Sari**
Represented by
Kristel Segers
(print name of signatory)

Luxembourg, 8/10/2008

Signature.....
GAVIN JOHN FARRELL
MANAGER B

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

Date 2008

Signed by Joseph Leo Mckee

Signature.

Date 2008

Signed by Giles David

Signature.

Date: 2008

Signed by Peter Kelly

Signature.

Date: 2008

Signed by Andrew Parkinson

Signature

Date 2008

Signed by Hamish Paton

Signature

Date 2008

Signed by Richard Pym

Signature

Date: 2008

Signed by James Alexander

Signature

Date. 2008

Agreement to the Resolutions

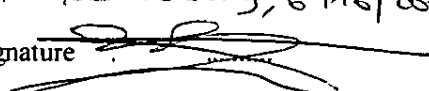
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Signed by

Halsey Sari
Represented by
Kristel Segers
(print name of signatory)

Signature

Luxembourg, 6/10/2008


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

Date 2008

Signed by Joseph Leo Mckee

Signature

Date 2008

Signed by Giles David

Signature.

Date 2008

Signed by Peter Kelly

Signature

Date 2008

Signed by Andrew Parkinson

Signature

Date 2008

Signed by Hamish Paton

Signature

Date 2008

Signed by Richard Pym

Signature

Date 2008

Signed by James Alexander

Signature

Date 2008

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Signed by _____ Signature
(print name of signatory)

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

Date 2008

Signed by Joseph Leo Mckee Signature.

Date 2008

Signed by Giles David Signature .

Date 2008

Signed by Peter Kelly Signature

Date 2008

Signed by Andrew Parkinson Signature .

Date 2008

Signed by Hamish Paton Signature .

Date 2008

Signed by Richard Pym Signature 

Date 2008

Signed by James Alexander Signature.

Date 2008

Agreement to the Resolutions

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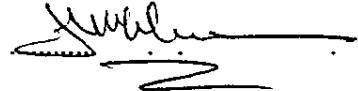
The undersigned, a person entitled on the date set out above to vote on the Resolutions, irrevocably agrees to the Resolutions

Signed by _____ Signature _____
(print name of signatory)

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

Date 2008

Signed by Joseph Leo Mckee

Signature 

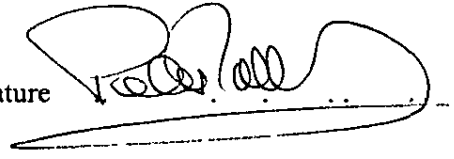
Date 2008

Signed by Giles David

Signature 

Date 2008

Signed by Peter Kelly

Signature 

Date 2008

Signed by Andrew Parkinson

Signature 

Date 2008

Signed by Hamish Paton

Signature 

Date 2008

Signed by Richard Pym

Signature

Date 2008

Signed by James Alexander

Signature

Date 2008

Signed by Paul Collins

Signature .

Date 2008

Signed by Simon Bion

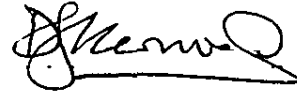
Signature



Date 2008

Signed by David Harwood

Signature



Date 2008

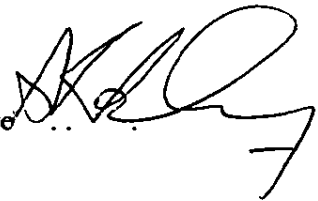
Signed by Adrian Rogers

Signature .

Date 2008

Signed by Alan Beesley

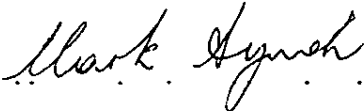
Signature



Date 2008

Signed by Mark Lynch

Signature



Date 2008

Signed by Neil Edwards

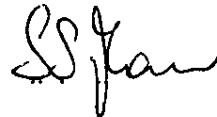
Signature



Date 2008

Signed by Simon Mouncer

Signature



Date 6/10/ 2008

Signed by Michael Devine

Signature.



Date 2008

Signed by Peter Hopper

Signature .

Date 2008

~~Richard Charles Germain~~

Richard Charles Germain



Signed by

Tania Bearryman

(print name of signatory)

Signature



for and on behalf of OGIER Employee Benefit
Trust Ltd

Date

2008

NOTES

Procedures for signifying agreement

- 1 If you agree to the Resolutions, please signify your agreement by signing and dating this document where indicated above and returning it to the Company

Period for agreeing to the Resolutions

- 2 Unless, by the end of the date that is 28 days from the date of this document, 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 that date. Your agreement will be ineffective if received after that date.