

Registered number: 6289226

WRITTEN RESOLUTION
of
BELLE HOLDCO LIMITED (the "Company")

CIRCULATION DATE: 28 April 2009

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below (the "Resolution") is passed as a special resolution.

SPECIAL RESOLUTION

THAT the articles of association of the Company be and they are hereby amended by the inclusion of:

1. the following provisions as new articles 20.11 to 20.21 (inclusive):

- 20.11 A Director who is in any way (directly or indirectly) interested in a proposed transaction or arrangement with the Company shall declare the nature of his interest to the other Directors (i) at a meeting of the Directors; or (ii) by a notice in writing in accordance with section 184 of the 2006 Act; or (iii) by a general notice in accordance with section 185 of the 2006 Act prior to that transaction or arrangement being entered into by the Company (where section 177 of the 2006 Act applies) or as soon as required by section 182 of the 2006 Act, where that section applies. If a declaration of interest under this Article proves to be, or becomes, inaccurate or incomplete, a further declaration must be made. This Article 20.11 does not require a declaration of an interest of which the Director is not aware or where the Director is not aware of the transaction or arrangement in question. For this purpose a Director shall be deemed to be aware of matters of which he ought reasonably to be aware. A Director need not declare an interest in the circumstances set out in section 177(6) or section 182(6) of the 2006 Act, as applicable.
- 20.12 For the purposes of this Article and subject to the Act, and unless his appointors shall by written notice to the Company prescribe that this Article 20.12 is not to apply to the Director concerned, each Investor Director shall be deemed by these Articles generally to have disclosed that he is to be regarded as interested in any contracts between and/or situations involving the Company or any member of the Group on the one hand and any Investor and/or any Investor Affiliate (as defined in 20.17) on the other.
- 20.13 References in this Article to:
- (A) a contract include references to any proposed contract and to any transaction or arrangement whether or not constituting a contract;
 - (B) any contract with or situation involving the Company shall include also any contract with or situation involving any of its subsidiaries or subsidiary undertakings for the time being;
 - (C) an interest of a Director shall include any interest of any person who is connected with him for the purposes of section 346 of the 1985 Act or sections 252 to 255 (inclusive) of the 2006 Act, whichever is/are in force

CERTIFIED TO BE A TRUE COPY OF THE ORIGINAL

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21 TUDOR STREET
LONDON EC4Y 0DJ

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when the interest is being considered, to the extent the Director is aware of the interest of that connected person; and

- (D) an interest of an alternate Director shall also include the interest of his appointor, to the extent the alternate Director is aware of that interest.

20.14 Subject to the provisions of the Act, the Company may, by Investor Consent or by ordinary resolution passed with Investor Consent, suspend or relax the provisions of Articles 20.11 to 20.21 to any extent or ratify any contract not properly authorised by reason of a contravention of this Article. Conditionally upon and with effect from section 239 of the 2006 Act coming into force, neither a Director nor any member connected with him for the purposes of section 239 of the 2006 Act shall vote on any resolution of the Company relating to the ratification of any action by him amounting to negligence, default, breach of duty or breach of trust in relation to the Company.

20.15 Subject to Article 20.16, the Directors are empowered under these Articles and for the purposes of section 175 of the 2006 Act, to authorise any Conflict Situation that may arise and to amend or vary any such authorisation so given. Any such authorisation, amendment or revocation shall be given by resolution of the Directors made in accordance with these Articles and, in the case of such authorisation, that section. The Directors may give any such authorisation subject to such terms as they shall consider appropriate and reasonable in the circumstances provided that the Directors shall be required to impose such terms in relation to any such authorisation as may be prescribed under any Investor Consideration given in connection therewith.

20.16 Investor Consent shall be required before the Company or any member of the Group shall:

- (A) through its directors, authorise for the purposes of section 175 of the 2006 Act or otherwise any situation or matter in which any director (other than an Investor Director) has, or can have, a direct or indirect interest which conflicts, or may possibly conflict, with the interests of the Company; and/or
- (B) amend or vary any authorisation referred to in Article 20.16.

20.17 For the purposes of sections 175 and 180(4) of the 2006 Act and for all other purposes, it is acknowledged that an Investor Director may be or become subject to a Conflict Situation or Conflict Situations as a result of his also being or having been or being party to an agreement or arrangement or understanding or circumstances under which he may become an employee, director, trustee, member, partner, officer or representative of, or a consultant to, or a direct or indirect investor in and/or otherwise commercially involved with or economically interested in any of the following:

- (A) an Investor; and/or
- (B) a Person in the Group; and/or
- (C) any Investor Affiliate, which for these purposes means any Person who or which, as regards any Investor or any other Investor Affiliate of that Investor:
 - (1) is a member for the time being of its Investor Group or an associated company; and/or
 - (2) is an investment manager or investment adviser to or of it and/or another Investor Affiliate; and/or

- (3) is a Person in which the Investor and/or another Investor Affiliate may have or acquire a direct or indirect economic interest, including without limitation any portfolio company investee; and/or
 - (4) controls or is controlled, managed, advised (in an investment adviser capacity) or promoted by the Investor and/or such an Investor Affiliate; and/or
 - (5) a trustee, manager, beneficiary, shareholder, partner, unitholder or other financier or any participant in or of it and/or that Investor Affiliate, and/or
- (D) any carried interest or similar incentive arrangement associated with any Person or arrangement referred to in paragraph (A) and/or (C) of this Article,

where for these purposes "**Person**" shall mean any individual, body corporate, fund, trust, partnership or other entity whether or not having separate legal status.

20.18 An Investor Director's duties to the Company arising from his holding office as director shall not be breached or infringed as a result of any Conflict Situation envisaged by Article 20.17 having arisen or existing in relation to him and he shall not be held accountable to the Company for any benefit he directly or indirectly derives from his involvement with any person or entity referred to in Article 20.17 (irrespective of whether the activities of such person or entity are or may become competitive with those of the Company and/or any of its subsidiaries).

20.19 Any Investor Director the subject of a Conflict Situation envisaged by Article 20.17 shall be entitled to:

- (A) receive notice (including any relevant board papers) of, attend, count in the quorum towards and vote at board meetings relating in any way to, and deal generally with, matters concerning, connected with or arising from the Conflict Situation concerned; and
- (B) keep confidential and not disclose to the Company any information which comes into his possession as a result of such Conflict Situation where such information is confidential as regards any third party.

20.20 The Director in question and any other interested Director shall not vote or be counted in the quorum on any resolution of the Board in accordance with Article 20.15.

20.21 The provisions of this Article are without prejudice to the requirements of Article 6.

2. the following definitions be included in alphabetical order in the schedule to the articles:

"**1985 Act**" means the Companies Act 1985;

"**2006 Act**" means the Companies Act 2006;

"**Conflict Situation**" means any situation or matter (other than one which cannot reasonably be regarded as likely to give rise to a conflict of interest) in which any Director has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the interests of the Company including (without limitation) any such situation or matter which relates to the

exploitation of any property, information or opportunity (irrespective of whether the Company could take advantage of the property, information or opportunity).

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

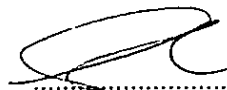
The undersigned, being all persons entitled to vote on the Resolution on the circulation date mentioned above, hereby irrevocably agree to the Resolution:

SIGNATURE OF MEMBERS:



For and on behalf of
Inflexion 2006 General Partner Limited
(acting in its capacity as general partner of
Inflexion 2006 Buyout Fund Limited
Partnership)

Date: 28/4/09



For and on behalf of
Inflexion G.P. Limited
(acting in its capacity as general partner of
Inflexion Belle Limited Partnership)

Date: 28/4/09

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- **By Hand:** delivering the signed copy to Tim Smallbone (and marked for his attention) at Inflexion Private Equity Partners LLP, 82 King Street, Manchester, M2 4WQ;
- **Post:** returning the signed copy by post to Tim Smallbone (and marked for his attention) at Inflexion Private Equity Partners LLP, 82 King Street, Manchester, M2 4WQ;
- **Fax:** faxing the signed copy to Tim Smallbone on 020 7487 2774 marked "For the attention of Tim Smallbone"; or
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to tim.smallbone@inflexion.com.

If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. Unless, by the date following 28 days after the Circulation Date sufficient agreement has been received for the Resolution to pass, they will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

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Director
Belle Holdco Limited