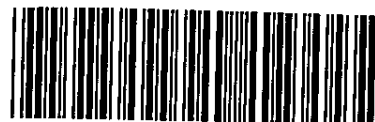


No 06484101

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

TUESDAY



A10

AO9A6QP2

11/01/2011

192

COMPANIES HOUSE

WRITTEN RESOLUTIONS

-of-

PEGASUS MIDCO 2 LIMITED (THE "COMPANY")
Pursuant to Section 281(1)(a) of the Companies Act 2006 (the
"Act")

CIRCULATION DATE 17/12/2010

Pursuant to Section 291 of the Act, the directors propose that Resolution (1) is passed as an ordinary resolution and Resolutions (2) and (3) are passed as special resolutions of the Company

ORDINARY RESOLUTIONS

- (1) in place of all existing authorities (save to the extent relied upon prior to the passing of this Resolution) the Directors be generally and unconditionally authorised pursuant to section 551 of the Act to allot, and to grant rights to subscribe for or to convert any security into ordinary shares ranking equally in all respects with the existing ordinary shares in the capital of the Company up to a maximum nominal amount of £4 00, such authority to expire (unless previously renewed, varied or revoked by the Company in general meeting) five years after the date on which this resolution is passed, save that the Company may before the expiry of this authority make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of this authority and the Directors may allot shares, or grant rights to subscribe for or convert any security into shares, in pursuance of that offer or agreement as if this authority had not expired, and

SPECIAL RESOLUTIONS

- (2) any provision of the memorandum and articles of association of the Company in force immediately before 1 October 2009 as to the amount of the Company's authorised share capital is revoked, and
- (3) the directors be generally empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash, pursuant to the authority conferred by Resolution 1 (above) (the "authority") as if section 561 of the Act did not apply to any such allotment. This power shall cease to have effect when the authority is revoked or (if not revoked) expires, but the Company may make an offer or agreement before expiry of this power which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired

Dated 17/12/2010

We, the undersigned, being the sole member of the Company who at 17/12/10 would have been entitled to vote on the resolutions agree to the above resolutions

Executed by
Pegasus Midco 1 Limited acting by

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)
)

Michael Kenny

Notes

- (1) If you agree to all of the above resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivering it by hand or by posting it to the Company's registered office marked for the attention of the company secretary or a director of the Company
- (2) A member's agreement to a written resolution, once signified, may not be revoked
- (3) A written resolution is passed when the required majority of eligible members have signified their agreement to it
- (4) Pursuant to section 297(1) of the Companies Act 2006, the resolutions above shall lapse if not passed within 28 days beginning with the circulation date
- (5) 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
- (6) 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