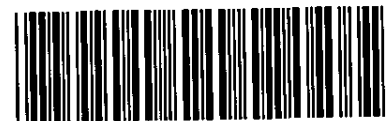


Company no. 05995125

The Companies Act 2006
Private company limited by shares
Written resolutions
of
LPM Acquisitions Limited
(the "Company")

30 October 2008 (the "Circulation Date")

WEDNESDAY



A11 *A16G64RF* 12/11/2008 192
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that:

- resolutions 1, 2 and 3 below are passed as ordinary resolutions (the "**Ordinary Resolutions**").
- resolution 4 below is passed as a special resolution (the "**Special Resolution**").

Ordinary Resolutions:

- 1 **That** the terms and arrangements contemplated by the execution and delivery by the Company of the following documents and the performance by the Company of its obligations under those documents
 - (a) a facilities agreement made between, amongst others, Clydesdale Bank PLC (in its capacities as Arranger, Agent, Security Agent and Original Lender) (the "**Bank**") (1) LPM Group Limited (2) and the Company (3) (the "**Facilities Agreement**") pursuant to which the Company will (inter alia) guarantee the obligations owed by the other Obligors (as defined in the Facilities Agreement) under the Finance Documents (as defined in the Facilities Agreement);
 - (b) a Debenture required to be executed in connection with the Ancillary Facilities as defined in the Facilities Agreement,
 - (c) a Guarantee required to be executed in connection with the Ancillary Facilities as defined in the Facilities Agreement;
 - (d) the Ancillary Facilities Documents (as defined in the Facilities Agreement); and
 - (c) any other Finance Document to which the Company is a party

(together, the "Documents")

be and are hereby approved

2. **That** the Company is receiving full and fair consideration for the obligations it is undertaking in accordance with the terms of the Documents.
- 3 **That** the Directors of the Company be and they are hereby specifically empowered, authorised and directed to execute the Documents

Special Resolution:

- 4 **That** the Articles of Association of the Company be amended and by the inclusion of the following new Article 8:

"Notwithstanding anything contained in these articles, the Directors shall not decline to register any transfer of shares, nor may they suspend registration of it where the transfer

- (i) is to any bank or institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution ("**a Secured Institution**"); or
- (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
- (iii) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not."

All subsequent Articles shall be renumbered accordingly

Important:

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

The undersigned, being persons entitled to vote on the resolutions on the Circulation Date (*see Notes 1 and 2*), hereby irrevocably agree to the Ordinary Resolutions.

.....
duly authorised signatory
for and on behalf of
LPM Group Limited

Number of ordinary shares: 1

Date 30 October 2008

Notes

- 1 You can choose to agree to all of the Ordinary Resolutions and Special Resolution or none of them but you cannot agree to only some of them. If you agree to all of the resolutions, 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 (by delivering the signed copy to Osborne Clarke, 2 Temple Back East, Temple Quay, Bristol BS1 6EG marked for the attention of Jonathan Stewart).
 - By post (by posting to Osborne Clarke, 2 Temple Back East, Temple Quay, Bristol BS1 6EG marked for the attention of Jonathan Stewart).
- 2 **The resolutions will lapse if sufficient votes in favour of have not been received by the end of the date which is 28 days after the Circulation Date (the Circulation Date being counted as day one).** Unless you do not wish to vote on any of the resolutions, please ensure that your agreement reaches the Company on or before this date and time. If the Company has not received this document from you by then you will be deemed to have voted against all of the resolutions.
- 3 Once you have signified your agreement to the resolutions such agreement cannot be revoked.
- 4 In the case of joint holders of shares, only the vote of the holder whose name appears first in the register of members of the Company in respect of such joint holding will be counted by the Company to the exclusion of the other joint holder(s).
5. If a member has exercised the right, pursuant to the Company's articles of association and section 145 of the Companies Act 2006 to nominate another person to exercise a right to vote on a written resolution, then the vote of that nominee will be counted by the Company to the exclusion of the member.
- 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