

Company No: 02939389

The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

passed as

WRITTEN RESOLUTIONS

of

JERROLD HOLDINGS LIMITED



(Passed pursuant to section 381A of and Schedule 15A to the Companies Act 1985)

WE, the undersigned, being or representing all the members of the Company, HEREBY RESOLVE as follows:

RESOLUTIONS

1. That, with effect from the passing of this resolution, clause 4 of the Memorandum of Association of the Company is amended as follows:

1.1 existing sub-clause (f) of clause 4 is deleted and replaced by the following new sub-clause 4(f):

1.1.1 *"To support or secure whether by personal covenant or creating mortgages, charges or liens upon all or any part of the undertaking, property or assets of the Company (present and future) including any uncalled capital of the Company or both such means, on such terms as may seem expedient, any obligations of the Company itself (whether as principal or surety) and/or any other person, firm or company including (without limiting the generality of the foregoing) the obligations of the Company's holding company or associated company or otherwise generally and as the Company sees fit."*

2. That the Articles of Association of the Company be amended by deleting the existing Article 12 and replacing with the following new Article 12:.

"Notwithstanding anything contained in these Articles, whether expressly or impliedly contradictory to the provisions of this Special Article (to the effect that any provision contained in this Special Article shall override any other provision of these Articles):-

2.1.1 The Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:-

2.1.1.1 is to any bank, institution or other person to which such shares have been charged by way of security, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a "Secured Institution"); or

2.1.1.2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or

2.1.1.3 is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the Directors shall forthwith register any such transfer of shares upon receipt 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 (in either such case) be required to offer the shares which are or are to be the subject of any transfer as 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 any valuable consideration or otherwise".

3. THAT, subject to compliance with sections 155-158 of the Companies Act 1985, the Company enters into the documents listed in paragraphs 4, 5 and 6 of the Appendix set out below (the "Company Finance Documents").
4. THAT the giving of financial assistance by the execution, delivery and performance by the Company of the relevant Company Finance Documents is approved.
5. THAT, subject to compliance with sections 155-158 of the Companies Act 1985, the Company's subsidiary, Blemain Finance Limited, (the "Relevant Subsidiary") enters into the arrangements as detailed in paragraphs 1 to 3 of the Appendix set out below (the "Subsidiary Arrangements").
6. THAT the giving of financial assistance by the Relevant Subsidiary by entering into the Subsidiary Arrangements is approved.

APPENDIX

Arrangements referred to above

1. the sum of £94,000 payable to Eversheds LLP and £116,325 payable to Deloitte & Touche LLP in respect of fees payable for, inter alia, the acquisition and subscription by certain funds managed by Barclays Private Equity Limited, of 30% of the issued share capital of the Company (the "Acquisition") (the "Transaction Fee");
2. the sum of £3,948,486 by way of bonus payments (the "Bonus Payment");
3. the sum of £668,847 payable to the managers of the Target Group in relation to their income tax liability arising from being gifted shares in the Target (the "Tax Bonus Payment");
4. a deed constituting £20,000,000 variable rate secured loan notes 2016;
5. a debenture to be made by the Company in favour of Henry Neville Moser and Dorah Leah Moser as trustees of the Mrs D L Moser 1995 Settlement No 1 (the "Loan Note Holder") (the "Loan Note Debenture") pursuant to which the Target will grant fixed and floating charges over substantially all the assets and undertaking of the Company securing, inter alia, any liability of the Company to the Loan Note Holder arising under the loan notes to be issued to the Loan Note Holder in connection with the Acquisition;
6. an intercreditor deed (the "Intercreditor Deed") to be made between the Company and the Governor and Company of the Bank of Scotland as Security Trustee ("BoS") containing terms and conditions regulating certain rights between the parties thereto, including in respect of the payment of monies by the Company to the Loan Note Holder;
7. an amendment and restatement agreement (the "Amendment and Restatement Agreement") pursuant to which the gearing covenant within the original facility agreement dated 6 December 1996 would be amended.

Dated: 15 September 2006

Name of Shareholder

Signature

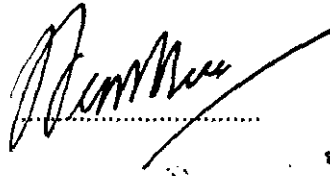
Henry Neville Moser



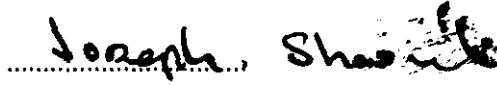
Mrs DL Moser 1995 Settlement No.

1:

Henry Neville Moser as joint
shareholder and trustee



Dorah Leah Moser as joint
shareholder and trustee



Joseph Shaoul as duly authorised
attorney

Attachment: Signed statutory declaration(s) and auditors' report(s)

Copy: Auditors

[on Company's letterhead]

I confirm that:

- (i) a copy of the attached written resolutions were sent to the auditors of the Company at or before the time when they were supplied to the members for signature in accordance with section 381B of the Companies Act 1985 (as amended) and
- (ii) a copy of the signed statutory declaration(s) made by the directors of the Company and related auditors' report(s) were supplied to each member at or before the time the attached resolutions were supplied to them for signature (as required by Schedule 15A to the Companies Act 1985).

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Director/Secretary