

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
ORDINARY AND SPECIAL RESOLUTIONS

passed as

WRITTEN RESOLUTIONS

of

JERROLD HOLDINGS LIMITED (the "Company")

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

WE, the undersigned, being or representing all the members of the Company for the time being entitled to receive notice of and attend and vote at a general meeting of the Company, HEREBY RESOLVE as follows:

ORDINARY RESOLUTIONS

1. To re-classify and subdivide each of the 1,448,877 ordinary shares of £1.00 each in the capital of the Company registered in the name of Henry Neville Moser into:
 - 1.1 1,448,877 "A" preferred ordinary shares of 50 pence each;
 - 1.2 382,207 "B1" ordinary shares of 49.9 pence each;
 - 1.3 1,066,670 "B2" ordinary shares of 49.9 pence each; and
 - 1.4 1,448,877 "A" deferred shares of 0.1 pence each

all such shares having the rights and being subject to the restrictions for shares of that class as set out in the articles of association of the Company to be adopted pursuant to resolution 8 below.

2. To consolidate 1,448,870 of the "A" deferred shares of 0.1 pence each in the capital of the Company held by Henry Neville Moser following the subdivision and reclassification at resolution 1 above, into:
 - 2.1 18,628 "C1" ordinary shares of 1 pence each;
 - 2.2 62,009 "C2" ordinary shares of 1 pence each; and
 - 2.3 64,250 "C3" ordinary shares of 1 pence each

each having the rights and being subject to the restrictions for shares of that class as set out in the articles of association of the Company to be adopted pursuant to resolution 8 below.



3. To reclassify and subdivide the 7,251,076 ordinary shares of £1.00 each in the capital of the Company registered in the name of the Mrs D L Moser 1995 Family Settlement No. 1 into:
 - 3.1 7,251,076 "A" preferred ordinary shares of 50 pence each;
 - 3.2 1,912,808 "B1" ordinary shares of 49.9 pence each;
 - 3.3 5,338,268 "B2" ordinary shares of 49.9 pence each and
 - 3.4 7,251,076 "A" deferred shares of 0.1 pence each

all such shares having the rights and being subject to the restrictions for shares of that class as set out in the articles of association of the Company to be adopted pursuant to resolution 8 below.

4. To consolidate 7,251,070 of the "A" deferred shares of 0.1 pence each in the capital of the Company held by the Trust following the subdivision and reclassification at resolution 3 above, into:
 - 4.1 91,067 "C1" ordinary shares of 1 pence each; and
 - 4.2 634,040 "C2" ordinary shares of 1 pence each

all such shares having the rights and being subject to the restrictions for shares of that class as set out in the articles of association of the Company to be adopted pursuant to resolution 8 below.

5. To reclassify and subdivide each of the 1,300,049 authorised but unissued ordinary shares of £1.00 each in the capital of the Company into:
 - 5.1 2,150,139 "A" preferred ordinary shares of 50 pence each;
 - 5.2 449,959 "B1" ordinary shares of 49.9 pence each; and
 - 5.3 449,959 "A" deferred shares of 0.1 pence each

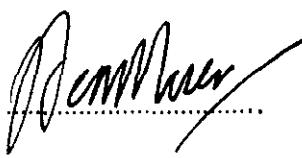
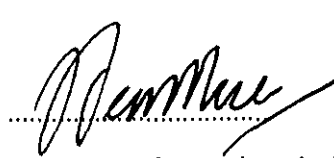
all such shares having the rights and being subject to the restrictions for shares of that class as set out in the articles of association of the Company to be adopted pursuant to resolution 8 below.

6. To consolidate 449,950 of the "A" deferred shares of 0.1 pence each in the capital of the Company following the subdivision and reclassification at resolution 5 above, into 44,995 "C1" ordinary shares of 1 pence each all such shares having the rights and being subject to the restrictions for shares of that class as set out in the articles of association of the Company to be adopted pursuant to resolution 8 below.
7. THAT for the purposes of section 80 of the Companies Act 1985 the Directors be and they are hereby generally and unconditionally authorised to allot relevant securities (as defined by that Section) up to a maximum nominal value of £1,077,595, being part of the authorised but as yet unissued share capital of the Company, provided that this authority shall expire five years after the passing of this Resolution unless previously renewed, revoked or varied in any way.

SPECIAL RESOLUTIONS

8. THAT the regulations contained in the printed document attached to this resolution and for the purposes of identification signed by the Chairman of the meeting of the board of directors be and are hereby approved and adopted as the articles of association of the Company in substitution for and to the complete exclusion of the existing articles of association of the Company.
9. THAT the memorandum of association of the Company be amended at paragraph 6 to state the authorised share capital of the Company is £10,000,002 divided into 10,850,092 "A" preferred ordinary shares of 50 pence each, 2,744,974 "B1" ordinary shares of 49.9 pence each, 6,404,938 "B2" ordinary shares of 49.9 pence each, 154,690 "C1" ordinary shares of 1 pence each, 696,049 "C2" ordinary shares of 1 pence each, 64,250 "C3" ordinary shares of 1 pence each; and 22 "A" deferred shares of 0.1 pence each.
10. THAT the Directors (being generally authorised by the resolution numbered 12 above for the purposes of section 80 of the Companies Act 1985) be and they are hereby unconditionally empowered pursuant to section 95 of the Companies Act 1985 to allot or agree to allot 1,705,700 "A" preferred ordinary shares of 50 pence each, 449,959 "B1" ordinary shares of 49.9 pence each and 21,507 "C1" ordinary shares of 0.1 pence each in the capital of the Company and that the provisions of sections 89 and 90 of the Companies Act 1985, any right or pre-emption conferred by the articles of association of the Company or otherwise shall not apply to any such allotment or agreement to allot provided that this authorisation shall expire five years after the passing of this Resolution

Dated: 15 September 2006

Name of Shareholder	Signature	Date of Signature
Henry Neville Moser		<u>15/09/06</u>
Joseph Shaoul	<u>Joseph Shaoul</u>	<u>15/09/06</u>
	as trustee for and on behalf of the Mrs D L Moser 1995 Family Settlement No.1 and acting as duly authorised attorney for Dorah Leah Moser	
Henry Neville Moser		<u>15/09/06</u>
	as trustee for and on behalf of the Mrs D L Moser Family Settlement No.1	