

COMPANIES ACT 2006  
WRITTEN RESOLUTION  
of

WEDNESDAY



INNBRIGHTON PROPERTIES LIMITED (the "Company")

Company number: 06952256

Circulation date: 5 August 2009

Pursuant to section 291 of the Companies Act 2006, the directors of the Company propose that the resolution set out below be passed as special resolutions of the Company.

We, the undersigned, being the sole member of the Company, hereby, pursuant to section 283 of the Companies Act 2006, agree that the following written resolution be passed as special resolutions, being for all purposes as valid and effective as if passed by us as special resolutions at a general meeting of the Company:

THAT the terms of each of the documents (the "Documents") listed in the Annexure to these written resolutions and their execution (whether as a deed or under hand), delivery and performance by the Company be and are hereby approved (subject to such changes being made to the Documents as any director of the Company may, in his absolute discretion, think fit), copies of the Documents having been supplied to all Company members prior to the signing of this resolution.

THAT the Articles of Association of the Company be altered by inserting new clauses 13.3 and 13.4 as follows:

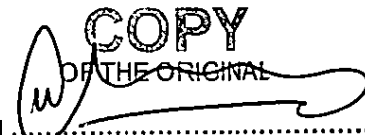
"13.3 Notwithstanding anything contained in these Articles, the Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:

- (a) is to a Secured Institution; or
- (b) is delivered to the Company for registration by a Secured Institution in order to perfect its security over the shares; or
- (c) is executed by a Secured Institution pursuant to the power of sale or other power under such security.

13.4 For the purposes of these Articles, "Secured Institution" shall mean any bank or institution to which the shares have been charged by way of security, whether as agent for a group of banks or institutions or otherwise, or to any nominee or any transferee of such a bank or institution 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 provide any prior written notice to the Company or 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."

Date: 5 August 2009

SIGNED   
Innbrighton Limited

CERTIFIED A TRUE	
COPY	
OF THE ORIGINAL	
Signed	
Name of Solicitor	KEVIN CHONG
Date	10 August 2009
SJ BERWIN LLP	
10 Queen Street Place, London EC4R 1DF	
T: +44 (0)20 7111 2222	

Notes to members:

- 1 If you agree with the above resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company:
  - (a) by delivering it by hand or by posting it to Global House, High Street, Crawley, West Sussex RH10 1DL marked for the attention of the Company Secretary;
  - (b) by faxing it to 020 75731198 marked for the attention of the Company Secretary; or
  - (c) by sending it as an attachment to an email at *g.pettit@freenetname.co.uk*
- 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 The resolution set out above must be passed before the end of *2 September* 2009 otherwise it will lapse.
- 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.

## ANNEXURE

- 1 An amendment and restatement agreement relating to a facility agreement originally dated 6 March 2007 (as subsequently amended) between (1) Innbrighton Limited (the "Parent"), (2) the companies listed therein (as Guarantors) and (3) The Royal Bank of Scotland plc (the "Lender") (as Lender) (the "**Amendment and Restatement Agreement**").
- 2 An amended and restated facility agreement, in the form to be scheduled to the Amendment and Restatement Agreement (the "Facility Agreement").
- 3 An overdraft facility letter between (1) the Parent, (2) C-Side Limited, (3) Zelgrain Limited, (4) the Company and (5) the Lender, pursuant to which the Lender agrees to make available an overdraft facility.
- 4 A composite guarantee between (1) the Parent, (2) C-Side (Holdings) Limited, (3) C-Side Limited, (4) Zelgrain Limited and (5) the Company in favour of the Lender.
- 5 An amendment and restatement deed relating to a subordination agreement dated 12 April 2007 between, among others, (1) the Senior Lender (as defined therein), (2) the Obligors (as defined therein), including the Parent, (3) the Company and (4) certain Investors (as defined therein).
- 6 An accession letter between (1) the Parent and (2) the Company.
- 7 A supplemental security deed supplemental to a security agreement dated 12 April 2007 to be entered into by the Company in favour of the Lender.

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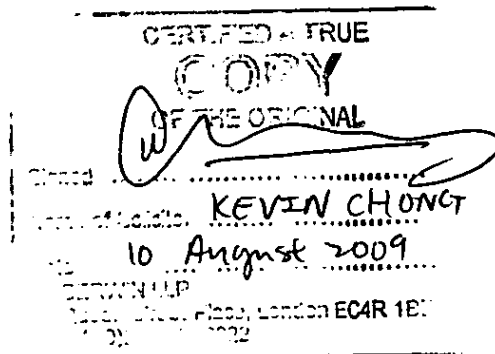
THAT the Articles of Association of the Company be altered by inserting new clause 3.3 as follows:

"3.3 Notwithstanding Article 3.1 above, the Company shall have no lien on any shares which have been charged by way of security to a Secured Institution (and the provisions of Regulations 8 to 11 inclusive relating to liens over shares shall not apply in respect of any such shares)."

Date: 6 August 2009

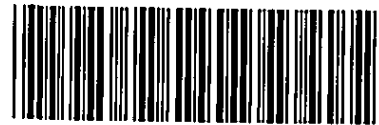
SIGNED

  
Innbrighton Limited



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**Notes to members:**

- 1** If you agree with the above resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company:
  - (a) by delivering it by hand or by posting it to Global House, High Street, Crawley, West Sussex RH10 1DL marked for the attention of the Company Secretary;
  - (b) by faxing it to 020 7583 1198 marked for the attention of the Company Secretary; or
  - (c) by sending it as an attachment to an email at [gcpettot@freenetname.co.uk](mailto:gcpettot@freenetname.co.uk).
- 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** The resolution set out above must be passed before the end of 3 September 2009 otherwise it will lapse.
- 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.