

THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
CHARACTER WORLD HOLDCO LIMITED
("Company")

Written resolution of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 proposed by the directors of the Company proposed as a special resolution as detailed below

SPECIAL RESOLUTION

THAT the Company's articles of association be amended as follows

THE FOLLOWING DEFINITIONS BE INSERTED IN ARTICLE 2.1:

"Confidential Information" means all information

- 01
- (a) which is confidential and which is used in or otherwise relates to the business, customers, suppliers, financial, technical or other affairs of any member of the Group, or
 - (b) which has been supplied to any member of the Group in confidence, or
 - (c) in relation to which any member of the Group is bound by an obligation of confidence to a third party,

Delete the definition of "Group" and replace it with the following definition

"Group" means the Company and its subsidiaries (as defined by Section 736 of the 1985 Act) from time to time and references to a "member of the Group", "Group Company", "Group Companies" or a "Group Member" will be construed accordingly

"Affiliate" means, in relation to an Investor

- (a) any Fund of which that Investor (or any group undertaking of that Investor) or that Investor's (or any group undertaking of that Investor's) general partner, trustee, nominee, manager or adviser, is a general partner, trustee, nominee, manager or adviser,
- (b) any group undertaking of that Investor or of that Investor's general partner, trustee, nominee, manager or adviser (excluding any portfolio company thereof),
- (c) any general partner, limited partner, trustee, nominee, operator, arranger or manager of, adviser to, or holder of interests (whether directly or indirectly) in, that Investor (or of, to or in any group undertaking of that Investor) or of, to or in any Fund referred to in (a) above or of, to or in any group undertaking referred to in (b) above, or

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(d) any Co-Investment Scheme of that Investor (or of any group undertaking of that Investor) or of any person referred to in (a), (b) or (c) above, or any person holding shares or other interests under such scheme or entitled to the benefit of shares or other interests under such scheme

2. **DELETE** the reference to "AND INTERESTS" in the title of ARTICLE 29)

3. **INSERT THE FOLLOWING AS NEW ARTICLE 30 AND RE-NUMBER THEREAFTER:**

30. DIRECTORS' INTERESTS

30.1 Group Companies

A director shall be authorised for the purposes of section 175 of the 2006 Act to act or continue to act as a director of the Company notwithstanding that at the time of his appointment or subsequently he also

30 1 1 holds office as a director of any other Group Company,

30 1 2 holds any other office, employment or engagement with any other Group Company,

30 1 3 participates in any scheme, transaction or arrangement for the benefit of the employees or former employees of the Company or any other Group Company (including any pension fund or retirement, death or disability scheme or other bonus or employee benefit scheme), or

30 1 4 is interested directly or indirectly in any shares or debentures (or any rights to acquire shares or debentures) in the Company or in any other Group Company

30.2 Directors appointed by the Investors

30 2 1 A director for the time being appointed to the Board or any committee of the Board by the Investors pursuant to these Articles or the Investment Agreement shall be authorised for the purposes of sections 173(2) and 175 of the 2006 Act to act or continue to act as a director of the Company notwithstanding that at the time of his appointment or subsequently he also

30 2 1 1 holds office as a director of an Investor or of an Affiliate of that Investor or of a portfolio company of such Investor or Affiliate,

30 2 1 2 holds any other office, employment or engagement with an Investor or an Affiliate of that Investor or a portfolio company of such Investor or Affiliate, or

30 2 1 3 is interested directly or indirectly (including, for the avoidance of doubt, by virtue of any Co-Investment Scheme) in any shares or debentures (or any rights to acquire shares or debentures) in an

Investor or an Affiliate of that Investor or a portfolio company of such Investor or Affiliate

30 2 2 A director for the time being appointed to the Board or any committee of the Board by the Investors pursuant to these Articles or the Investment Agreement shall be authorised for the purposes of sections 173(2) and 175 of the 2006 Act to act or continue to act as a director of the Company, notwithstanding his role as a representative of the Investors (or any of them) for the purposes of monitoring and evaluating their investment in the Group Without limitation, and for all purposes pursuant to these Articles such director shall be authorised for the purposes of sections 173(2) and 175 of the 2006 Act to

30 2 2 1 attend, and vote at, meetings of the directors (or any committee thereof) at which any relevant matter will or may be discussed, and receive board papers relating thereto,

30 2 2 2 receive Confidential Information and other documents and information relating to the Group, use and apply such information in performing his duties as a director, officer or employee of, or consultant to, an Investor or an Affiliate of that Investor and disclose that information to third parties in accordance with these Articles or the Investment Agreement,

30 2 2 3 give or withhold consent or give any direction or approval under these Articles or the Investment Agreement, in relation to any relevant matter

30 2 3 For the avoidance of doubt, except as otherwise expressly permitted by these Articles or in the proper performance of his duties to the Company under the 2006 Act, Article 30 2 does not authorise the relevant director to disclose Confidential Information

30.3 Directors' interests other than in relation to transactions or arrangements with the Company

30 3 1 The Board may authorise any matter proposed to it which would, if not so authorised, involve a breach of duty by a director under section 175 of the 2006 Act

30 3 2 Any authorisation under Article 30 3 1 will be effective only if

30 3 2 1 any requirement as to the quorum at the meeting at which the matter is considered is met without counting the director in question or any other director interested in the matter under consideration, and

30 3 2 2 *the matter was agreed to without their voting or would have been agreed to if their votes had not been counted*

For the purpose of this Article 30 3 2, the quorum for a meeting (or the relevant part of a meeting) at which the matter to be considered relates to an Investor Director, shall be two directors, neither of whom are interested in the matter

30 3 3 *The Board may give any authorisation under Article 30 3 1 upon such terms as it thinks fit. The Board may vary or terminate any such authorisation at any time*

30 3 4 *Without prejudice to the remainder of these Articles or the Acts, the Company may authorise (specifically or generally) any matter proposed to it which would, if not so authorised, involve a breach of duty by a director under section 175 of the 2006 Act. Such authorisation shall be effected*

30 3 4 1 *with the consent in writing of the holders of more than 75 per cent of the Ordinary Shares for the time being in issue, or*

30 3 4 2 *by special resolution*

and shall constitute "authorisation by the members" for the purposes of this Article 25

30 3 5 *For the purposes of this Article 30, a conflict of interest includes a conflict of interest and duty and a conflict of duties, and interest includes both direct and indirect interests*

30.4 Confidential information and attendance at meetings of directors

30 4 1 *A director shall be under no duty to the Company with respect to any information which he obtains or has obtained otherwise than as a director of the Company and in respect of which he owes a duty of confidentiality to another person. In particular the director shall not be in breach of the general duties he owes to the Company by virtue of sections 171 to 177 of the 2006 Act if he*

30 4 1 1 *fails to disclose any such information to the Board or to any director or other officer or employee of, or consultant to, the Company, or*

30 4 1 2 *does not use or apply any such information in performing his duties as a director of the Company*

However, to the extent that his relationship with that other person gives rise to a conflict of interest or possible conflict of interest, this Article 30 4 1 applies only if the existence of that relationship has been authorised pursuant to Article 30 1 or 30 2 or authorised by the Board

pursuant to Article 30 3 1 or authorised by the members (subject, in any such case, to the terms upon which such authorisation was given)

30 4 2 Where the existence of a director's relationship with another person has been authorised pursuant to Article 30 1 or 30 2 or authorised by the Board pursuant to Article 30 3 1 or authorised by the members, and his relationship with that person gives rise to a conflict of interest or possible conflict of interest, the director shall not be in breach of the general duties he owes to the Company by virtue of sections 171 to 177 of the 2006 Act if, at his discretion or at the request or direction of the Board or any committee of the Board, he

30 4 2 1 absents himself from a meeting of directors (or a committee thereof) at which any matter relating to the conflict of interest or possible conflict of interest will or may be discussed, or from the discussion of any such matter at a meeting of directors or otherwise, or

30 4 2 2 makes arrangements not to receive documents and information relating to any matter which gives rise to the conflict of interest or possible conflict of interest sent or supplied by or on behalf of the Company or for such documents and information to be received and read by a professional adviser on his behalf,

for so long as he reasonably believes such conflict of interest (or possible conflict of interest) subsists

30 4 3 The provisions of Articles 30 4 1 and 30 4 2 are without prejudice to any equitable principle or rule of law which may excuse the director from

30 4 3 1 disclosing information, in circumstances where disclosure would otherwise be required under these Articles or the Investment Agreement, or

30 4 3 2 attending meetings or discussions or receiving documents and information as referred to in Article 30 4 2, in circumstances where such attendance or receipt would otherwise be required under these Articles or the Investment Agreement

30.5 Declaration of interests in proposed or existing transactions or arrangements with the Company

30 5 1 A director who is in any way, directly or indirectly, interested in a proposed transaction or arrangement with the Company shall declare the nature and extent of his interest to the other directors before the Company enters into the transaction or arrangement

30 5 2 *A director who is in any way, directly or indirectly, interested in a transaction or arrangement that has been entered into by the Company shall declare the nature and extent of his interest to the other directors as soon as is reasonably practicable, unless the interest has already been declared under Article 30 5 1*

30 5 3 *Any declaration required by Article 30 5 1 may (but need not) be made at a meeting of the directors or by notice in writing in accordance with section 184 of the 2006 Act or by general notice in accordance with section 185 of the 2006 Act Any declaration required by Article 30 5 2 must be made at a meeting of the directors or by notice in writing in accordance with section 184 of the 2006 Act or by general notice in accordance with section 185 of the 2006 Act*

30 5 4 *If a declaration made under Article 30 5 1 or 30 5 2 proves to be, or becomes, inaccurate or incomplete, a further declaration must be made under Article 30 5 1 or 30 5 2, as appropriate*

30 5 5 *A director need not declare an interest under this Article 30 5*

30 5 5 1 *if it cannot reasonably be regarded as likely to give rise to a conflict of interest,*

30 5 5 2 *if, or to the extent that, the other directors are already aware of it (and for this purpose the other directors are treated as aware of anything of which they ought reasonably to be aware),*

30 5 5 3 *if, or to the extent that, it concerns terms of his service contract that have been or are to be considered by a meeting of the directors or by a committee of the directors appointed for the purpose under these Articles or the Investment Agreement, or*

30 5 5 4 *if the director is not aware of his interest or is not aware of the transaction or arrangement in question (and for this purpose a director is treated as being aware of matters of which he ought reasonably to be aware)*

30.6 Ability to enter into transactions and arrangements with the Company notwithstanding interest

Subject to the provisions of the Acts and provided that he has declared the nature and extent of any direct or indirect interest of his in accordance with Article 30 5, or where Articles 30 1 or 30 2 apply, a director notwithstanding his office

30 6 1 *may be a party to, or otherwise be interested in, any transaction or arrangement with the Company or in which the Company is directly or indirectly interested,*

30 6 2 may act by himself or through his firm in a professional capacity for the Company (otherwise than as Auditors), and in any such case on such terms as to remuneration and otherwise as the Board may decide, or

30 6 3 may be a director or other officer of, or employed or engaged by, or a party to any transaction or arrangement with, or otherwise be interested in, any body corporate in which the Company is directly or indirectly interested, unless an Investor Director notifies the director otherwise in writing

30.7 Remuneration and benefits

A director shall not, by reason of his office, be accountable to the Company for any remuneration or other benefit which he derives from any office, employment or engagement or from any transaction or arrangement or from any interest in any body corporate

30 7 1 the acceptance, entry into or existence of which has been authorised pursuant to Articles 30 1 or 30 2 or authorised by the Board pursuant to Article 30 3 1 or authorised by the members (subject, in any such case, to any terms upon which such authorisation was given), or

30 7 2 which he is permitted to hold or enter into pursuant to Article 30 6 or otherwise pursuant to these Articles or the Investment Agreement,

nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the 2006 Act No transaction or arrangement authorised or permitted pursuant to Articles 30 1, 30 2, 30 3 1 or 30 6, or otherwise pursuant to these Articles or the Investment Agreement shall be liable to be avoided on the ground of any such interest or benefit

30.8 Alternate directors

For the purposes of this Article 30, in relation to an alternate director, the interest of his appointor is treated as the interest of the alternate director in addition to any interest which the alternate director otherwise has Article 30 applies to an alternate director as if he were a director otherwise appointed

(4) In article 32 3), include a reference to Article 30 3 2 (as a variation to the standard quorum provisions for directors meetings)

(5) **INSERT NEW ARTICLE 32.6 (delete old article 32.6)**

"Voting

Without prejudice to the obligation of a director to disclose his interest in accordance with Article 30 5 and unless an Investor Director notifies the director otherwise in writing, a director may vote at any meeting of directors or of a committee of directors on any resolution concerning or relating to a matter in which he has, directly or indirectly, any interest or duty, subject always to Article 30 3 2 and the terms on which any such authorisation is given Subject to the foregoing, the relevant director shall (whether or not he does vote) be counted in the quorum present at a meeting

when any such resolution is under consideration and, if he votes on that resolution, his vote shall be counted "

- (6) **REPLACE** references to section 727 CA 1985 with references to section 1157 of the 2006 Act

Attachments


New articles of association

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Registered office

C/o UHY Hacker Young
St James Building
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M1 6HT

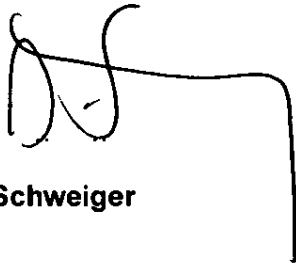
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Dated 26/9/08

Mark Schweiger

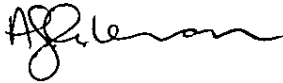
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Daniel Schweiger

Dated 10/10/08

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Julie Glennon

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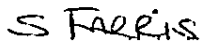
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Rebecca Rowlands

Dated 26/9/08

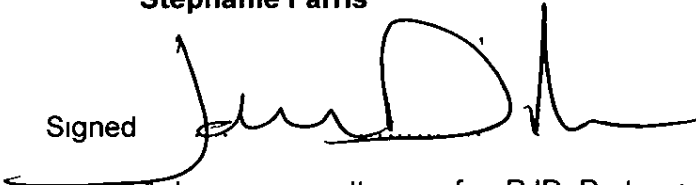
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Stephanie Farris

Dated 26/9/08

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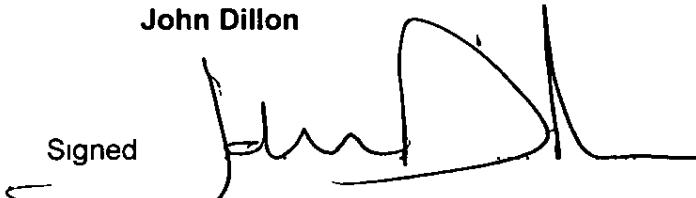


Acting as an attorney for RJD Partners Limited acting on behalf of RJD Private Equity Fund II LP

John Dillon

Dated 11/10/08

Signed



Acting as an attorney for RJD Partners Limited acting on behalf of RJD Private Equity SBS Fund II LP

John Dillon

Dated 11/10/08