

Company Number: 0877308

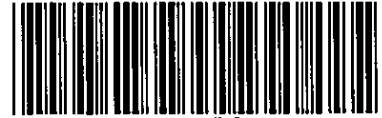
THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF THE SOLE MEMBER

NU-AIRE LIMITED (the "Company")

WEDNESDAY



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09/05/2007

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COMPANIES HOUSE

We, the undersigned, being the sole member of the Company who, at the date of this resolution would be entitled to attend and vote at general meetings of the Company HEREBY RESOLVE, pursuant to section 381A of the Companies Act 1985, to pass the following resolutions as special resolutions and agree that the said resolutions shall, for all purposes, be as valid and effective as if the same had been passed by us at a general meeting of the Company duly convened and held

Terms not otherwise defined in this resolution shall have the meaning given to them in the Credit Agreement (as defined below)

1 THAT, subject to compliance with sections 155 to 158 of the Companies Act 1985 (the "Act"), the giving by the Company of financial assistance within the meaning of sections 151-152 of the Act for the purpose of

- (a) the acquisition by Nu-Oval Acquisitions 3 Limited ("Bidco") of the entire issued share capital of the Company's Holding Company, Oval (1888) Limited (the "Parent"), and
- (b) reducing or discharging liabilities incurred by the Parent in connection with the acquisition by the Parent of the entire issued share capital of the Company,

in the form described in the statutory declarations sworn by the directors of the Company pursuant to section 155(6) of the Act on the date of this resolution be approved

2 THAT the execution, delivery and performance by the board of directors of the Company of

- (a) an accession deed to a debenture dated on or about the date of this resolution and given by Bidco in favour of The Governor and Company of the Bank of Ireland (in its capacity as security agent and trustee) (the "Security Trustee"), pursuant to which the Company shall grant first legal mortgages over certain properties owned by it and first fixed and floating charges over the remainder of its assets and undertaking in favour of the Security Trustee,
- (b) an accession letter to the credit agreement dated on or about the date of this resolutions, and made between Bidco (1), the companies named therein as original borrowers (2), the companies named therein as original guarantors (3), the banks and financial institutions named therein as lenders (4), The Governor and Company of the Bank of Ireland as arranger (5), The Governor and Company of the Bank of Ireland as agent (6) and the Security Trustee (7) (the "Credit Agreement") as an Additional Guarantor, pursuant to which the Company shall guarantee certain of the liabilities and obligations of the obligors named therein, to the Security Trustee,

- (c) an intra-group loan agreement to be made between the intra-group borrowers named therein and the intra-group lenders named therein, by which each party thereto may make available certain loans to the other parties,
- (d) a share pledge under French law in respect of the issued share capital of Arem SAS (the "Shares"), pursuant to which the Company charges the Shares in favour of the Security Trustee,
- (e) an accession deed to an intercreditor agreement, pursuant to which the Company agrees, inter alia, that the liabilities owed by Bidco to it will be subordinated to the liabilities owed by Bidco to the Finance Parties, and
- (f) such other documentation and to take such action as may be required in order to carry out the matters referred to above,

(together the "Assistance Documents")

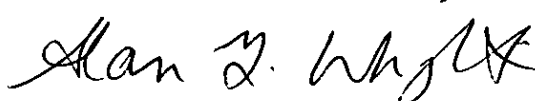
be approved, notwithstanding any personal interest of any member of the Company, and even though the execution, delivery and performance of each of those documents constitutes financial assistance in connection with the acquisition of the issued share capital of the Parent and in connection with the acquisition of the issued share capital of the Company

- 3 THAT Bidco is authorised to act as the Company's agent in connection with the Finance Documents
- 4 THAT any act done or document executed pursuant to any of the resolutions set out above shall be valid, effective and shall bind the Company and any limit on the borrowing or other powers of the directors of the Company contained in or incorporated by reference in the Company's articles of association is suspended, waived or abrogated as necessary to give effect to the foregoing conclusions

Dated 16 April 2007

Registered Office

Western Industrial Estate  
Caerphilly  
Mid Glamorgan  
CF83 1XT



for and on behalf of  
**OVAL (1888) LIMITED**

**NOTE:** The documents referred to in the above resolutions, including without limitation, the statutory declarations with auditors' reports annexed thereto were made available for inspection by the sole member