

Company Number: 985370

THE COMPANIES ACTS 1985 TO 2006

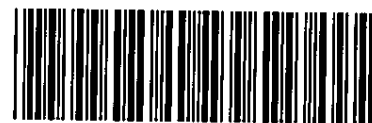
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF ALL THE MEMBERS OF

VCG BESPOKE LIMITED (the "Company")

28 May 2010 (the "Circulation Date")

TUESDAY



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COMPANIES HOUSE

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below are passed as special resolutions (together the "Resolutions")

Terms not otherwise defined in this resolution shall have the meaning given to them in the minutes of a meeting of the directors of the Company dated on or about the Circulation Date

THAT

- 1 The terms of, the transactions contemplated by and the execution, delivery and performance by the Company of
 - (a) the Term Loan Facility Agreement,
 - (b) the Subordination Deed,
 - (c) the Debenture,
 - (d) the Intra-group Loan Agreement,
 - (e) the Debt Purchase Agreement, and
 - (f) such other documentation and such action as may be required in order to carry out the transactions contemplated by the documents referred to above,(together the "Finance Documents"),

be approved, notwithstanding any personal interest of any director or member of the Company
- 2 The directors of the Company be authorised to cause the execution and delivery of the Finance Documents with such amendments as they may approve at their discretion
- 3 The directors of the Company be authorised, on behalf of the Company, to sign and/or dispatch all documents and notices (including borrowing base certificates) to be signed and/or dispatched by the Company under or in connection with the Finance Documents to which it is a party
- 4 The execution, delivery and performance of the Finance Documents is for the benefit of and in the best interests of the Company and its members for the purposes of carrying on its business and accordingly be approved
- 5 Any act done or document executed in connection with the transactions contemplated by the Finance Documents 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

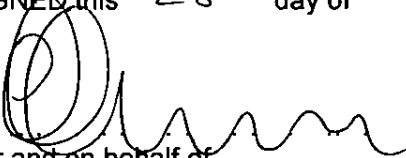
or incorporated by reference in the Company's articles of association is suspended, waived or abrogated as necessary to give effect to the foregoing resolutions

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions

The undersigned, being all the members of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions

SIGNED this 28 day of May 2010


For and on behalf of
Visual Communications Group Limited

NOTES

- 1 You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods
 - (a) **by hand** delivering the signed copy to Martin Yells/James McCarthy at Taylor Wessing LLP, 5 New Street Square, London EC4A 3TW, or
 - (b) **by post** returning the signed copy by post to Martin Yells/James McCarthy at Taylor Wessing LLP, 5 New Street Square, London EC4A 3TW or
 - (c) **by fax** faxing the signed copy to fax number 0207 300 7100 marked "For the attention of Martin Yells/James McCarthy, or
 - (d) **by email** by attaching a scanned copy of the signed document to an email and sending it to m.yells@taylorwessing.com mccarthy@taylorwessing.com. Please enter "Written resolutions" in the email subject box

If you do not agree to the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply
- 2 Unless, by 31 May 2010 sufficient agreement has been received from the required majority of eligible members for the Resolutions to be passed, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 4 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

NOTE: The documents referred to in the above resolutions are attached

NOTE: The documents referred to in the above resolutions, were made available for inspection by all the members