

THE COMPANIES ACT 1985  
A COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION(S)  
of  
BRIDGEPOINT CAPITAL (HOLDINGS)

Pursuant to Section 381A of the Companies Act 1985 ("the Act")

Passed on 22nd December 2006

We, the undersigned, being all the members of the Company who at the date hereof would be entitled to attend and vote at a general meeting of the Company, HEREBY RESOLVE AS FOLLOWS:

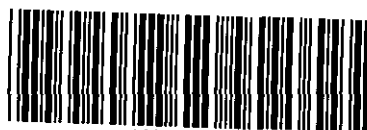
ELECTIVE RESOLUTIONS:

- (a) to dispense with the laying of accounts and reports before the Company in general meeting;
- (b) to dispense with the holding of annual general meetings of the Company in accordance with Section 366A of the Act; and
- (c) to dispense with the obligation of the Company to appoint auditors annually in accordance with Section 386 of the Act.

*B. Laws*

Barry Lawson  
Company Secretary  
For and on behalf of  
Bridgepoint Capital Group Limited and

SATURDAY



A09 \*AN7K3LS4\* 461  
30/12/2006  
COMPANIES HOUSE

*David Hankin*

David Hankin  
Company Secretary  
For and on behalf of  
Bridgepoint Capital (Doolittle) Limited  
22<sup>nd</sup> December 2006