

**WRITTEN RESOLUTIONS OF ALL THE MEMBERS OF
ACCORD ASSET MANAGEMENT LIMITED (COMPANY)**

Registered Number 2967532

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

SHAREHOLDERS' WRITTEN RESOLUTIONS

THURSDAY



LD4 *LWAZPUOX* 141
15/11/2007
COMPANIES HOUSE

Pursuant to the articles of association of the Company and section 381A of the Companies Act 1985, we, the undersigned, being the only member of the Company entitled to attend and vote at general meetings of the Company agree to and pass the following written resolutions

We refer to the following documents

- (a) an accession letter (**Accession Letter**) pursuant to which the Company accedes as an Additional Guarantor and Additional Borrower (as defined therein) to a senior facilities agreement dated 23 March 2007 (as amended and restated by an amendment and restatement agreement dated 25 July 2007) (**Amended and Restated Senior Facilities Agreement**) made among, *inter alios*, Kirk Newco plc (**Kirk Newco**) as Original Borrower and Original Guarantor, the Original Lenders, the Arrangers, the Agent and the Security Trustee (each as defined therein) under which the Original Lenders agreed to make available to the Borrowers (as defined therein) term and revolving credit facilities. The Amended and Restated Senior Facilities Agreement incorporates a cross guarantee granted by the Original Guarantor and each Additional Guarantor (**Guarantee**)
- (b) an intra-group loan agreement (**Intra-Group Loan Agreement**) for the provision of loan facilities to be made available by, *inter alios*, the Company to Kirk Newco and to be made among, *inter alios*, Kirk Newco and certain of its subsidiaries, including the Company,
- (c) a debenture (**Debenture**) to be given by the Company in favour of the Security Trustee and the Pension Trustee (as defined therein) pursuant to which the Company grants fixed and floating charges over its assets and undertakings in order to secure the Secured Obligations (as defined therein), and
- (d) a deed of priority (**Deed of Priority**) to be entered into between, *inter alios*, the Security Trustee and the Pension Trustee (as defined therein) to which the Company is a party in order to acknowledge its terms but has no obligation thereunder

The Accession Letter, the Debenture, the Intra-Group Loan Agreement, the Deed of Priority any other document contemplated by or in connection with them are collectively referred to in these resolutions as the **Documents**

We hereby resolve in writing as follows

SPECIAL RESOLUTIONS

- 1 That the execution and delivery by the Company of the Accession Letter and the performance by the Company of its obligations under the Amended and Restated Senior Facilities Agreement be and are hereby approved as being for the benefit of and in the best interests of the Company and the shareholders
- 2 That the execution and delivery by the Company of the Debenture and the performance by the Company of its obligations under the Debenture be and are hereby approved as being for the benefit of and in the best interests of the Company and the shareholders
- 3 That the execution and delivery by the Company of the Intra-Group Loan Agreement and the performance by the Company of its obligations under the Intra-Group Loan Agreement be and are hereby approved as being for the benefit of and in the best interests of the Company and the shareholders
- 4 That the execution and delivery by the Company of the Deed of Priority be and is hereby approved as being for the benefit of and in the best interests of the Company and the shareholders
- 5 That the Board of Directors of the Company be and is hereby authorised and directed to execute, deliver and perform the Accession Letter, the Debenture, the Intra-Group Loan Agreement and the Deed of Priority and to perform the transactions contemplated by them
- 6 That, notwithstanding that the execution by the Company of the Accession Letter, the Debenture, the Intra-Group Loan Agreement and the Deed of Priority and the performance of its obligations thereunder would constitute the giving by the Company of financial assistance within section 151-158 of the Act, the giving of financial assistance by the Company in the form and on the terms set out in Form(s) 155(6)(a) (including the auditors' report(s) attached thereto) attached to this Written Resolution be and is hereby approved

Member

Date

x 
Signed on behalf of
Accord Limited

2. 11. 07.