

Company Number 04733479

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

Infinis Holdings (the "Company")

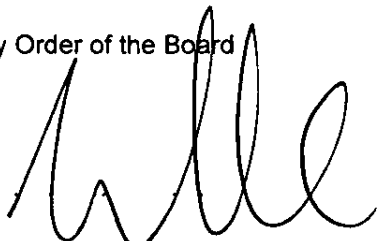
PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006

SPECIAL RESOLUTION

- 1 That any and all claims which the Company may have against its current, former or future Directors (or any alternate directors, as the case may be) arising out of
 - (A) the payment of the dividend on the Company's A preference shares and ordinary shares in the total amount of £417,314,457.09 paid on 28 September 2007 (the "Interim Dividend") to the A preference shareholder and the ordinary shareholder of the Company on that date, and
 - (B) any subsequent steps taken by the Directors or any alternate directors in order to place the Company in the position it would have been in had the Interim Dividend been lawfully made or otherwise remedy the consequences of the Interim Dividend being unlawful including (without limitation) the declaration of a new dividend and agreeing to set-off any and all liabilities of the Company's shareholder with regard to the repayment of the Interim Dividend against the obligation of the Company to pay the new dividend,

be irrevocably and unconditionally released and that a deed of release in favour of the Company's Directors (or any alternate directors, as the case may be) be entered into by the Company in the form of the deed attached to this Resolution

By Order of the Board

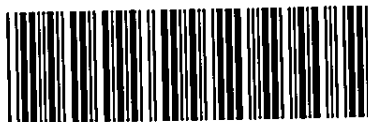


Director/Secretary

12 September 2008

Date

MONDAY



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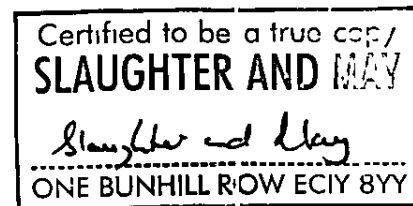
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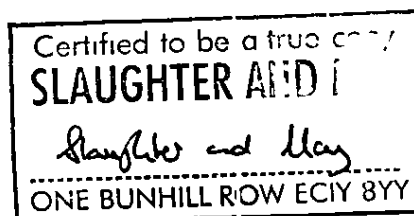
COMPANIES HOUSE

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**INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE COMPANIES ACT
2006**

- 1 Eligible members are the members who would have been entitled to vote on the resolutions on the circulation date of the written resolutions
- 2 The circulation date of the written resolutions is *12 September* 2008 (the "Circulation Date")
- 3 The procedure for signifying agreement by an eligible members to written resolutions is as follows
 - (A) A member signifies its agreement to proposed written resolutions when the Company receives from it (or someone acting on its behalf) an authenticated document –
 - (i) identifying the resolutions to which it relates, and
 - (ii) indicating its agreement to the resolutions
 - (B) The document must be sent to the Company in hard copy form or in electronic form
 - (C) A member's agreement to written resolutions, once signified, may not be revoked
 - (D) Written resolutions are passed when the required majority of eligible members have signified their agreement to them
- 4 The period for agreeing to the written resolutions is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006)



AGREEMENT BY ELIGIBLE MEMBER TO WRITTEN RESOLUTION

We, being the only eligible member of the Company

- 1 confirm that we have received a copy of the above written resolution in accordance with section 291 of the Companies Act 2006, and
- 2 hereby resolve and agree that the above resolution is passed as a written resolution pursuant to Section 288 of the Companies Act 2006 and that such resolution shall take effect as a special resolution

For and on behalf of
Monterey Capital II sarl

Dated 12 September 2006

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