

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
of  
**EQUIDBT HOLDINGS LIMITED**  
("Company")

TUESDAY




In accordance with section 381A of the Companies Act 1985 ("Act"), we **resolve** as follows:

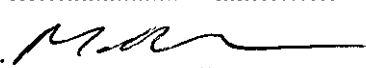
1. **That** any rights of pre-emption under the Articles or any other document in relation to the issue of warrants over such number of "A" ordinary shares of £0.0001 in the capital of the Company which, when allotted will represent 12 per cent of the fully diluted share capital of the Company be waived.
2. ~~That/subject to the passing of resolution 4/~~ the directors be empowered to issue warrants pursuant to the terms of a deed poll dated the date hereof.
3. **That**, the directors ensure that the Company maintains sufficient authorised share capital to enable the warrant holders to subscribe for the warrant shares pursuant to the terms of the warrant instrument dated the date hereof.

Signed by, or by duly authorised representatives on behalf of, all the members of the Company who as at the date of these resolutions would be entitled to attend and vote at a general meeting of the Company had the resolutions been put to such a meeting.

Signature of these resolutions by any holders of any class of shares in the Company shall also constitute their consent as holders of that class of shares to the passing of the resolutions set out above and to any variations to or abrogation of the rights of that class of shares resulting from the resolutions set out above.

SIGNED by Wesley Mulligan:  Dated: 23 November 2006

SIGNED by Brian Palmer: ..... Dated: 23 November 2006

SIGNED by Mark Morrall:  Dated: 23 November 2006

Company no. 5524029

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**of**  
**EQUIDEBT HOLDINGS LIMITED**  
**("Company")**

In accordance with section 381A of the Companies Act 1985 ("Act"), we resolve as follows:

1. That any rights of pre-emption under the Articles or any other document in relation to the issue of warrants over such number of "A" ordinary shares of £0.0001 in the capital of the Company which, when allotted will represent 12 per cent of the fully diluted share capital of the Company be waived.
2. That ~~subject to the passing of resolution 4/~~ the directors be empowered to issue warrants pursuant to the terms of a deed poll dated the date hereof.
3. That, the directors ensure that the Company maintains sufficient authorised share capital to enable the warrant holders to subscribe for the warrant shares pursuant to the terms of the warrant instrument dated the date hereof.

Signed by, or by duly authorised representatives on behalf of, all the members of the Company who as at the date of these resolutions would be entitled to attend and vote at a general meeting of the Company had the resolutions been put to such a meeting.

Signature of these resolutions by any holders of any class of shares in the Company shall also constitute their consent as holders of that class of shares to the passing of the resolutions set out above and to any variations to or abrogation of the rights of that class of shares resulting from the resolutions set out above.

SIGNED by Wesley Mulligan: .....

Dated: .....

x

SIGNED by Brian Palmer: .....

Dated: 23 November 2006

SIGNED by Mark Morrall: .....

Dated: .....

BH/EA/80424/120004/11780623.2

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**SIGNED** by Phillip Moore: ..... Dated: 23 November 2006  
**SIGNED** by Vikki Wilkins: ..... Dated: 23 November 2006  
**SIGNED** by Philip Wilding: ..... Dated: 23 November 2006  
**SIGNED** by Robert Scott: ..... Dated: 23 November 2006  
**SIGNED** by Jan Mosiewicz: ..... Dated: 23 November 2006  
**SIGNED** by for and on behalf of  
RL Private Equity SBS Fund: ..... Dated: .....  
**SIGNED** by for and on behalf of  
RL Private Equity Fund: ..... Dated: .....  
**SIGNED** by for and on behalf of  
F&C Private Equity Trust plc: ..... Dated: .....

Robert Sharma .....  
.....

**SIGNED by** Phillip Moore: ..... Dated: .....

**SIGNED by** Vikki Wilkins: ..... Dated: .....

**SIGNED by** Philip Wilding: ..... Dated: .....

**SIGNED by** Robert Scott: ..... Dated: .....

**SIGNED by** Jan Mosiewicz: ..... Dated: .....

**SIGNED by** for and on behalf of

RL Private Equity SBS Fund: ..... Dated: .....

**SIGNED by** for and on behalf of

RL Private Equity Fund: ..... Dated: .....

**SIGNED by** for and on behalf of

F&C Private Equity Trust plc: *James L. Main* Dated: *23 November 2006*


**SIGNED by Phillip Moore:** ..... **Dated:** .....

**SIGNED by Vikki Wilkins:** ..... **Dated:** .....

**SIGNED by Philip Wilding:**..... **Dated:** .....

**SIGNED by Robert Scott:** ..... **Dated:** .....

**SIGNED by Jan Mosiewicz:**..... **Dated:** .....

**SIGNED by for and on behalf of**  **Dated:** 22 November 2006  
**RL Private Equity SBS Fund:**.....

**SIGNED by for and on behalf of**  **Dated:** 23 November 2006  
**RL Private Equity Fund:** .....

**SIGNED by for and on behalf of**  
**F&C Private Equity Trust plc:** ..... **Dated:** .....

## CLASS CONSENT OF "A" ORDINARY SHAREHOLDERS

The Directors  
Equidebt Holdings Limited  
Equity House  
Ettington Road  
Wellesbourne  
Warwickshire  
CV35 9GA

23 November 2006

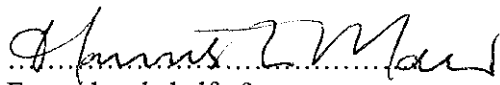
Dear Sirs

### EQUIDEBT HOLDINGS LIMITED ("COMPANY")

1. We, the undersigned, being at the date hereof the holders of all of the "A" ordinary shares of £0.0001 each in the capital of the Company understand it is intended:
  - 1.1 that the directors issue warrants over such number of "A" ordinary shares of £0.0001 in the capital of the Company which, when allotted will represent 12 per cent of the fully diluted share capital of the Company; and
  - 1.2 that the directors ensure that the Company maintains sufficient authorised share capital to enable the warrant holders to subscribe for the warrant shares pursuant to the terms of a warrant instrument dated the date hereof.
2. Pursuant to Article 8 of the articles of association of the Company and the terms of the investment agreement dated 31 August 2005 and entered into between (1) the Company, (2) the Managers, (3) the Investors and (4) the Fund Manager (all such terms are defined in such agreement) or otherwise, we hereby unconditionally and irrevocably consent to each of the matters which are intended to be undertaken as referred to at paragraphs 1.1 and 1.2 of this class consent and this class consent shall be effective for the purposes of discharging any obligation on the Company to seek prior written consent from us.

Yours faithfully

.....  
For and on behalf of  
RL Private Equity Fund

  
.....  
For and on behalf of  
F&C Private Equity Trust Plc

## CLASS CONSENT OF "A" ORDINARY SHAREHOLDERS

The Directors  
Equidebt Holdings Limited  
Equity House  
Ettington Road  
Wellesbourne  
Warwickshire  
CV35 9GA

2006

Dear Sirs

### EQUIDEBT HOLDINGS LIMITED ("COMPANY")

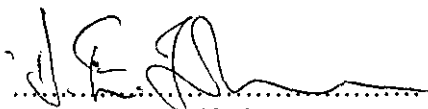
1. We, the undersigned, being at the date hereof the holders of all of the "A" ordinary shares of £0.0001 each in the capital of the Company understand it is intended:
  - 1.1 that the directors issue warrants over such number of "A" ordinary shares of £0.0001 in the capital of the Company which, when allotted will represent 12 per cent of the fully diluted share capital of the Company; and
  - 1.2 that the directors ensure that the Company maintains sufficient authorised share capital to enable the warrant holders to subscribe for the warrant shares pursuant to the terms of a warrant instrument dated the date hereof.
2. Pursuant to Article 8 of the articles of association of the Company and the terms of the investment agreement dated 31 August 2005 and entered into between (1) the Company, (2) the Managers, (3) the Investors and (4) the Fund Manager (all such terms are defined in such agreement) or otherwise, we hereby unconditionally and irrevocably consent to each of the matters which are intended to be undertaken as referred to at paragraphs 1.1 and 1.2 of this class consent and this class consent shall be effective for the purposes of discharging any obligation on the Company to seek prior written consent from us.

Yours faithfully



For and on behalf of  
RL Private Equity Fund

.....  
For and on behalf of  
F&C Private Equity Trust Plc



For and on behalf of  
RL Private Equity SBS Fund



## CLASS CONSENT OF "B" ORDINARY SHAREHOLDERS

The Directors  
Equidebt Holdings Limited  
Equity House  
Ettington Road  
Wellesbourne  
Warwickshire  
CV35 9GA

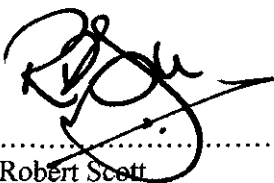
23 November 2006

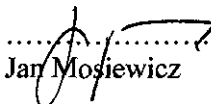
Dear Sirs

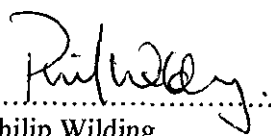
### **EQUIDEBT HOLDINGS LIMITED ("COMPANY")**

1. We, the undersigned, being at the date hereof the holders of all of the "B" ordinary shares of £0.0001 each in the capital of the Company understand it is intended:
  - 1.1 that the directors issue warrants over such number of "A" ordinary shares of £0.0001 in the capital of the Company which, when allotted will represent 12 per cent of the fully diluted share capital of the Company; and
  - 1.2 that the directors ensure that the Company maintains sufficient authorised share capital to enable the warrant holders to subscribe for the warrant shares pursuant to the terms of the warrant instrument dated the date hereof.
2. Pursuant to Article 8 of the articles of association of the Company and the terms of the investment agreement dated 31 August 2005 and entered into between (1) the Company, (2) the Managers, (3) the Investors and (4) the Fund Manager (all such terms are defined in such agreement) or otherwise, we hereby unconditionally and irrevocably consent to each of the matters which are intended to be undertaken as referred to at paragraphs 1.1 and 1.2 of this class consent and this class consent shall be effective for the purposes of discharging any obligation on the Company to seek prior written consent from us.

Yours faithfully

  
.....  
Robert Scott

  
.....  
Jan Mosiewicz

  
.....  
Philip Wilding