

GONDOLA HOLDINGS LIMITED

(Company number 05566787) (the *Company*)

SHAREHOLDER'S WRITTEN RESOLUTION

We, the undersigned, being the sole member of the Company entitled to attend and vote at any general meeting of the Company, unanimously **AGREE** pursuant to Chapter 2 of Part 13 of the Companies Act 2006 that the following resolutions shall have effect as if passed by the Company in general meeting as ordinary resolutions and accordingly **WE RESOLVE**

I **THAT** the terms of, and the transactions contemplated by, each of the following documents (copies of which are attached to this resolution) are approved and/or ratified Terms used herein but not defined shall have the meanings given to them in the Senior Amendment and Restatement Agreement and the Mezzanine Amendment and Restatement Agreement except as otherwise specified

- (a) an agreement between the Company, the other Obligors (as defined therein) and Bank of Scotland Plc in its capacity as Facility Agent and Security Agent amending and restating the Senior Facilities Agreement (the *Senior Amendment and Restatement Agreement*),
- (b) an agreement between the Company, the other Obligors (as defined therein) and Bank of Scotland Plc in its capacity as the Mezzanine Facility Agent and Security Agent amending and restating the Mezzanine Facility Agreement (the *Mezzanine Amendment and Restatement Agreement*),
- (c) a second-ranking debenture between the Company, the Charging Companies (as defined therein) and Bank of Scotland Plc in its capacity as Security Agent,
- (d) a certificate addressed to the Facility Agent and Mezzanine Facility Agent under the Senior Amendment and Restatement Agreement and the Mezzanine Amendment and Restatement Agreement to be signed by a director of the Company, and
- (e) any other documents (including but not limited to, deeds, agreements, certificates, instruments, notices, consents, requests, letters, communications, any other Senior Finance Documents or Mezzanine Finance Documents (including any Utilisation Requests and Selection Notices) or any other documents relating thereto) as the Company may consider necessary or desirable to be executed in connection with the transactions contemplated by the above documents,

together, the *Documents*


2 **THAT** any Director, any Attorney or authorised signatory of the Company have authority to approve the terms of, and the transactions contemplated by, the Documents

3 **THAT** the entry by the Company into the proposed transactions substantially on the terms of the Documents (including the confirmation of existing guarantees and security and granting of additional security) is in the best interests of the Company's business, is to the commercial benefit and advantage of the Company and will promote the success of the Company for the benefit of its members as a whole

The undersigned being the sole member of the Company on the date of this resolution irrevocably agrees to the resolutions set out above



Dated this 5 day of September 2011


Duly authorised representative of
GONDOLA ACQUISITIONS LIMITED

Date 5 / 9 / 2011

NOTES

1 This document contains proposed written resolutions of Gondola Holdings Limited for approval by you as a member of the Company. The resolutions are proposed as ordinary resolutions and require members holding greater than 50 per cent of the total voting rights of members entitled to vote on such resolutions to vote in favour of them to be passed.

3. You can choose to agree to all of the proposed 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:

By Hand delivering the signed copy to _____

Fax faxing the signed copy to _____ marked "For the attention of _____"

E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to _____ Please enter "Written resolutions dated _____ 2011" in the e-mail subject box

If you do not agree to all of the resolutions, you do not need to do anything; you will not be deemed to agree if you fail to reply.

4 Once you have indicated your agreement to the resolutions, you may not revoke your agreement.

5 Unless, by _____ 2011, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.

6 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.