

FOREST MIDCO LIMITED (THE "COMPANY")

WRITTEN RESOLUTIONS

Dated: 19 May 2006

We, the undersigned, being the sole member of the Company who (at the date hereof) would have been entitled to attend and vote upon the resolutions set out below if they had been proposed at a general meeting at which we were present, hereby agree pursuant to section 381A of the Companies Act 1985 (the "**Act**") to the resolutions set out below (of which 1 and 2 would otherwise be required to be passed as ordinary resolutions and 3 would otherwise be required to be passed as special resolution):

ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be increased from £1000 to £20,000,000 by the creation of 19,999,000 Ordinary Shares of £1 each such shares having the rights and being subject to the restrictions and obligations set out in the articles of association adopted by this resolution.
2. THAT the directors be generally and unconditionally authorised for the purposes of section 80 of the Act to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) up to an aggregate nominal amount of £20,000,000. This authority shall expire on May 2011 save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired. This authority shall be in substitution for and shall replace any existing authority pursuant to the said section 80 to the extent not utilised at the date of this resolution is passed.

SPECIAL RESOLUTIONS

3. THAT new articles of association in the form contained in the draft articles of association attached to this resolution (the "New Articles") be approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, all previous articles of association.

Dated: 19 May 2006

Executed on behalf of **FOREST
HOLDCO LIMITED:**

