

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
COPY WRITTEN RESOLUTIONS

of

FOREST MIDCO LIMITED

("Company")

PASSED ON 17 APRIL 2009

TUESDAY



A12

A1BRW97P

21/04/2009

COMPANIES HOUSE

34

In accordance with the written resolution procedure in chapter 2 of part 13 of the Companies Act 2006, the following resolutions were duly passed on 17 April 2009 as an ordinary and special resolutions as indicated below:

ORDINARY RESOLUTION

1. **That**, for the purposes of section 175 of the Act, the directors shall have the power to authorise any matter which would or might otherwise constitute or give rise to a breach of the duty of a director under that section to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company, provided that authorisation of such a matter shall be effective only if:
 - 1.1. any requirement as to the quorum at the meeting of the directors at which the matter is considered is met without counting the director in question and any other interested director (together the "**Interested Directors**"); and
 - 1.2. the matter was agreed to without the Interested Directors voting or would have been agreed to if the votes of the Interested Directors had not been counted.
2. **That** the Company declares an aggregate dividend in the amount of £17,500,000 in respect of the entire issued share capital of the Company.

SPECIAL RESOLUTIONS

3. **That**, subject to the passing of resolution 1, the articles of association of the Company be amended by the inclusion of the new articles set out in the schedule hereto as new Articles 20 to 26.

[Director][Secretary]

SCHEDULE

New Articles

"SECTION 175 OF THE COMPANIES ACT 2006

20. For the purposes of section 175 of the Companies Act 2006 ("**2006 Act**"):
- 20.1 a director shall be authorised to hold office as a director or other officer of, be employed or engaged by, hold shares or other securities in, or otherwise be interested in, whether directly or indirectly, any other Group Company; and
- 20.2 an Investor Director shall be authorised to hold office as a director or other officer of, be employed or engaged by, hold shares or other securities in, or otherwise be interested in, whether directly or indirectly:
- 20.2.1 an Investor;
- 20.2.2 an Investor Associate; or
- 20.2.3 any other company in which an Investor or Investor Associate also holds shares or other securities or is otherwise interested.
21. For the purposes of section 175 of the 2006 Act, where an office, employment, engagement or interest held by an Investor Director in another entity has been authorised pursuant to Article 20.2 and his relationship with that entity gives rise to an actual or potential conflict of interest (or any actual or potential conflict of interest may reasonably be expected to arise out of the matter so authorised), an Investor Director shall be authorised to:
- 21.1 attend and vote at meetings of the directors (or any committee thereof) at which any matter relating to the actual or potential conflict of interest will or may be discussed and receive board papers or other documents relating thereto;
- 21.2 receive confidential information and other documents and information relating to the Group, use and apply such information in performing his duties as a director, officer or employee of, or consultant to an Investor or Investor Associate and disclose that information to third parties in accordance with these articles; and
- 21.3 give or withhold consent or give any direction or approval or exercise any other rights under these articles or otherwise on behalf of an Investor.
22. For the purposes of section 175 of the 2006 Act, the directors shall have the power to authorise any matter which would or might otherwise constitute or give rise to a breach of the duty of a director under that section to avoid a situation in which he has, or can have, an actual or potential conflict of interest, provided that authorisation of such a matter shall be effective only if:
- 22.1 any requirement as to the quorum at the meeting of the directors at which the matter is considered is met without counting the director in question and any other interested director (together the "**Interested Directors**"); and
- 22.2 the matter was agreed to without the Interested Directors voting or would have been agreed to if the votes of the Interested Directors had not been counted.

23. The following provisions of this article apply to any authorisation of a matter by the directors pursuant to Article 22 but do not apply to the matters authorised by Articles 20 and 21 above, or to any authorisation by the members in accordance with section 180(4)(a) of the 2006 Act:

23.1 an authorisation may extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised;

23.2 an authorisation shall be subject to such conditions or limitations as the directors may determine, whether at the time such authorisation is given or subsequently, and may be terminated by the directors at any time; and

23.3 a director shall comply with any reasonable (in the context of the matters authorised) obligations imposed on him by the directors pursuant to any authorisation.

24. If a matter, office, employment, engagement or interest, has been authorised pursuant to Articles 20 or 21, then the director in question shall not be required to disclose to the Company any confidential information received by him (other than by virtue of his position as director) relating to such matter, or such office, employment, engagement or interest, or use such information in relation to the Company's affairs if to do so would result in a breach of a duty or obligation of confidence owed by him in relation to or in connection with that matter, or that office, employment, engagement or interest.

25. A director shall not be accountable to the Company for any remuneration or other benefit which he (or a person connected with him) derives from any office, employment, engagement or interest authorised in or pursuant to Articles 20 or 21, nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the 2006 Act.

26. For the purposes of Articles 20 to 25, a conflict of interest includes a conflict of interest and duty and a conflict of duties, and interest includes both direct and indirect interests, and the following terms shall bear the following meanings:

"Fund" means any bank, investment trust or investment company, unit trust, building society, industrial provident or friendly society, any other collective investment scheme, any business investor, partnership, limited partnership, pension fund or insurance company or any person who is an authorised person under the Financial Services and Markets Act 2000, and the term will include any subsidiary undertaking of any of the foregoing and any co-investment scheme in relation to any of the foregoing;

"Group" means the Company and any subsidiary or subsidiary undertaking for the time being of the Company and any holding company for the time being of the Company and any subsidiary or subsidiary undertaking for the time being of such holding company and **"Group Company"** shall mean any one of them;

"Investor" means Blackstone Capital Partners (Cayman) V L.P., Blackstone Family Investment Partnership (Cayman) V L.P., Blackstone Participation Partnership (Cayman) V L.P., Blackstone Family Investment Partnership (Cayman) V-SMD L.P., Blackstone Real Estate Partners International II L.P., Blackstone Real Estate Holdings International II L.P., Blackstone Family Real Estate Partnership International II-SMD L.P., Blackstone Real Estate Partners (Offshore) V L.P., Blackstone Real Estate Partners (Offshore) V.F L.P., Blackstone Real Estate Partners (Offshore) V.TE.1 L.P., Blackstone Real Estate Partners (Offshore) V.TE.2 L.P., Blackstone Real Estate Holdings (Offshore) V L.P. and Blackstone Family Real Estate Partnership (Offshore) V-SMD L.P.;

"Investor Associate" means in relation to an Investor:

- (a) any undertaking which is in the same group as that Investor for the time being;
- (b) the beneficial owner or owners in respect of which that Investor is a nominee, custodian or trustee or any other nominee, custodian or trustee for such beneficial owner or owners;
- (c) any investor in that Investor;
- (d) any general partner, limited partner or other partner in, or nominee, custodian, trustee, manager of, or adviser to, from time to time that Investor or any undertaking that is in the same group as that Investor;
- (e) any undertaking which is in the same group as any nominee, custodian, trustee, manager of, or adviser to, that Investor or any undertaking that is in the same group as that Investor;
- (f) any Fund which has the same general partner, nominee, custodian, trustee, manager or adviser from time to time as that Investor or any undertaking that is in the same group as that Investor;
- (g) any Fund which has a general partner, nominee, custodian, trustee, manager or adviser which is in the same group as the general partner, nominee, custodian, trustee, manager or adviser of that Investor or any undertaking that is in the same group as that Investor;
- (h) any entity which invests in parallel to, or co-invests with, the Investor; and
- (i) any nominee, custodian or trustee of, or any undertaking which is in the same group as, any persons referred to in (a) to (h),

provided that CP Cayman Topco and Forest Cayco Topco and their respective subsidiary undertakings from time to time shall not be considered an Investor Associate for purposes of this definition; and

"Investor Director" means any director of the Company appointed by or on behalf of or at the direction of an Investor or who holds office as a director or other officer of, is employed or engaged by, holds shares or other securities in, or otherwise is interested in, whether directly or indirectly, an Investor or an Investor Associate.