

No. 5958038

**THE COMPANIES ACT 1985**

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**COMPANY LIMITED BY SHARES**

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**WRITTEN RESOLUTION**

**OF**

**DISCIPLE HOLDCO LIMITED**

(Passed on 5 April 2007)

We, the undersigned, being all the members of the Company for the time being entitled to attend and vote at general meetings of the Company HEREBY RESOLVE that pursuant to Section 382B of the Companies Act 1985 (as amended) ("the Act") and Article 66 of the Articles of Association of the Company the following resolutions be passed as written resolutions of the Company, such resolutions having effect in accordance with that Section and Article, as if passed by the Company in general meeting as an elective resolution

**WRITTEN RESOLUTIONS**

THAT in accordance with Section 379A of the Act, and:

1. pursuant to Section 252 of the Act, the Company elects to dispense with the laying of accounts and reports before the Company in general meeting in respect of the year ending 31 December 2007 and subsequent financial years
2. pursuant to Section 366A of the Act, the Company elects to dispense with the requirement to hold an annual general meeting of the Company for the year 2007 and subsequent years; and
3. pursuant to Section 386 of the Act, the Company elects to dispense with the obligation to appoint auditors annually.

Signed by  
for and on behalf of Disciple Topco Limited

Date: 5 April 2007

THURSDAY



LD3  
12/04/2007  
COMPANIES HOUSE

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