

THE COMPANIES ACT 1985
WRITTEN RESOLUTION
OF
JEYES PROFESSIONAL LIMITED

(Passed on **25.9.02** 2002)

We, the undersigned, being the sole member of the Company who (at the date of this resolution) would have been entitled to vote upon the resolution set out below if it had been proposed at a general meeting at which we were present, hereby agree, pursuant to section 381A of the Companies Act 1985 to the following written resolutions (which would otherwise be required to be passed as special resolutions):

RESOLUTIONS

THAT:

- (a) the Company provide financial assistance (as defined in section 152 Companies Act 1985) in relation to the acquisition by Newco of shares in the Company by the Company giving guarantees and security in respect of the loan facilities and entering into subordination and upstream loan arrangements (together the "**Finance Documents**") all as more fully described in the directors' statutory declaration of solvency in Form 155(6)(a), a copy of which is attached to this resolution;
- (b) the giving of financial assistance by the Company by the execution of, and the subsequent exercise of rights under, the Finance Documents be approved.


for and on behalf of
JEYES GROUP LIMITED

