Company Number: 730493

Companies Act 1985

Company Limited by Shares

Written Resolution

of

PTI Technologies Limited

("the Company")

I, the undersigned, being the sole member of the Company entitled to receive notice of and attend and vote at general meetings of the Company, in accordance with article 6 of the articles of association, do hereby declare the following resolutions to have been passed as written resolutions, as if they had been passed at a general meeting of the Company duly convened and held:

Written Resolutions

1. That the giving of financial assistance (within the meaning of section 152 of the Companies Act 1985 ("the Act")) by the Company for the purpose of the acquisition by Domnick Hunter Limited of the entire issued share capital of the Company, taking the form and having the principal terms described in the statutory declaration in form 155(6)a of today's date (a copy of which has been supplied to the sole member of the Company, together with the relative auditors' report required to be annexed to it by section 156(4) of the Act in the form required by section 155(6) of the Act and complying with section 156 of the Act) be and is hereby approved for the purposes of section 155(4) of the Act.

2. That notwithstanding sections 151(1) and 151(2) of the Companies Act 1985 the Company may in connection with the sale of its entire issued share capital to Domnick Hunter Limited:

2.1 execute and deliver an unlimited guarantee in favour of Barclays Bank Plc ("the Bank"), in respect of the borrowings provided by the Bank to Domnick Hunter Finance Limited pursuant to a facility letter dated 30 March 2004, the purpose of such facility being to assist Dominick Hunter Finance Limited to finance the acquisition of the entire issued share capital of the Company ("the Guarantee");

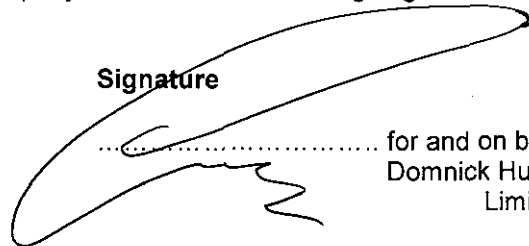2.2 pay professional fees incurred by the Company in connection with foregoing matters.

Date	Member	Signature
20 MAY 2004	Domnick Hunter Limited	.... for and on behalf of Domnick Hunter Limited

PHR/21692/9