

Company No. 1117776

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

Fitzwise Limited

SPECIAL RESOLUTION

passed on 16 September 1995


At an Extraordinary General Meeting of Fitzwise Limited held on 16 September, 1995 the following was duly passed as a special resolution:-

SPECIAL RESOLUTION

That it is desirable in the interests of the Company that:

- (i) by entering into the Facility Agreement (as defined in the minutes of the meeting of directors of the Company held on even date herewith) the Company should confirm, to the extent permitted by law, that the guarantees and security under the Existing English Security Documents and the Existing Scottish Security Documents (as defined in the Facility Agreement) remain in full force and effect. The Company should also confirm that, without limitation to the liabilities thereby secured, the Existing English Security Documents and the Existing Scottish Security Documents secure the payment and repayment of all moneys from time to time outstanding under the Facility Agreement (whether in the nature of principal, interest or otherwise); and
- (ii) the Directors be authorised and requested to execute and deliver for such purpose the Facility Agreement in the form of the proposed execution text produced to this Meeting with such modifications (if any) as the Directors may think fit and to approve and execute and deliver any other related documents. Any Director may vote and be counted in the quorum on any resolution concerning the same notwithstanding that he is also a Director of any subsidiary or holding company (each as defined in Section 736 of the Companies Act 1985) of the Company or otherwise concerned or interested in such matter and this Resolution shall have overriding effect as against the Articles of Association to any extent necessary to give full effect hereto.

Dated: 16 September, 1995


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SECRETARY/DIRECTOR

