

Company number: 2628149

COMPANIES ACT 1985 AND 1989

SWIFT RENTACAR LIMITED

(the "Company")

WRITTEN RESOLUTIONS

PURSUANT TO SECTION 381A

COMPANIES ACT 1985



We, the undersigned, being the sole member of the Company who, at the date of these resolutions, is entitled to attend and vote at a general meeting of the Company, and, having been supplied with statutory declaration sworn by the Company's directors in accordance with section 155(6) of the Companies Act 1985 (the "Act"), together with reports from the Company's auditors in accordance with section 156(4) of the Act, at or before the time at which we were supplied with these resolutions HEREBY RESOLVE in writing pursuant to section 381A of the Act as follows:

SPECIAL RESOLUTIONS

That the giving of financial assistance by the Company be approved and effected, pursuant to sections 155-158 (inclusive) of the Act, for the acquisition of the entire issued share capital of the Company by Helphire Group plc:

- 1.1 by the entering into and performance by the Company of its obligations under a debenture (the "**Debenture**") pursuant to which the Company, among other things, grants in favour of The Governor and Company of the Bank of Scotland (the "**Bank**") fixed and floating charges over the whole of the property, assets and rights of the Company; and
- 1.2 by the entering into and performance by the Company under an accession deed dated (the "**Accession Deed**") pursuant to which the Company would:
 - 1.2.1 agree to be bound by all the terms and conditions of the Facilities Agreement (as defined in the Accession Deed) insofar as they relate to a guarantor as if the Company was a party to the Facilities Agreement in such capacity; and
 - 1.2.2 represent and warrant to the Beneficiaries (as defined in the Facilities Agreement), in the terms of Clause 13 of the Facilities Agreement, but such representations and warranties shall be given so as to apply, mutatis mutandis, to the Company only.
2. The Debenture and the Accession Deed (together the "**Documents**" and each a "**Document**"), are hereby approved and each such Document is to be substantially in the form of the draft attached to the written resolutions and initialled by the company secretary for the purpose of identification.

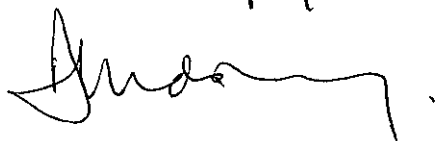
BOARD MEMORANDUM

Memorandum in connection with the proposed arrangement whereby Swift Rentacar Limited (the "Company") will give financial assistance for the acquisition of its own shares, particulars of which are given in the statutory declaration made by the directors this day pursuant to Section 155(6) of the Companies Act 1985 ("The Act")

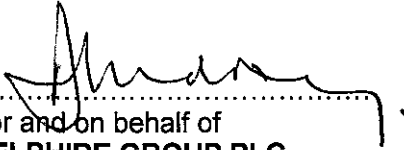
1. As at the close of business on 31 July 2005 the aggregate of the company's assets as stated in its accounting records exceeded the aggregate of its liabilities as so stated.
2. From our knowledge of events since that date and of the likely course of the Company's business, the directors have formed the opinion that the aggregate of the Company's assets will exceed the aggregate of its liabilities immediately before the proposed financial assistance is given and that the giving of such financial assistance will not reduce the net assets of the Company.

SIGNED ON BEHALF OF THE BOARD:

DATED: 16/9/05



3. That subject to compliance with the requirements of sections 155-158 of the Act, the terms of the Documents and the execution by the Company of the Documents are hereby approved and are in the best interests of the Company and the approval of the Company to the Company entering into the Documents be given notwithstanding that the Company might be held to be giving financial assistance for the purposes of section 151 and 152 of the Companies Act 1985.


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For and on behalf of
HELPHIRE GROUP PLC

Date: ...16/9/05.....