

Integration Limited
(Company Number 2693027)
(the "Company")

Passed: 7 June 2001

The Companies Acts 1985 and 1989

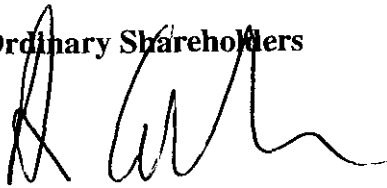
We, the undersigned, being all the Members for the time being of the above named Company entitled to receive notice of and to attend and vote at General Meetings hereby pass the following Resolutions and agree that the said Resolutions shall, pursuant to section 381A of the Companies Act 1985 as amended by the Companies Act 1989, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held

Resolution

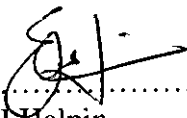
1. *THAT* pursuant to Article 10(k)(i) of the Articles of Association each member of the Company hereby approves the entering into of the Sale and Purchase Agreement with SEP Industrial Holdings plc for the sale of the entire share capital of the Company on terms similar to the agreement annexed hereto and initialled by a director of the Board for identification purposes only (the "Agreement") and further approves the transactions to be effected under the Agreement including the transfer of each of their shareholdings in the Company without offering them on a pre-emptive basis to other members of the Company as provided for under the terms of the Company's Articles of Association.

The Members:

£1.00 Ordinary Shareholders



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Adam C Callender



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Eamus J Halpin

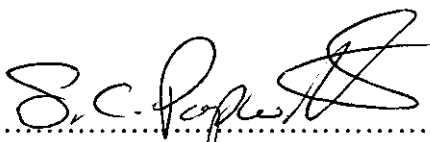


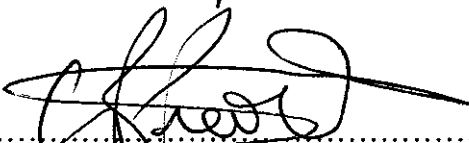
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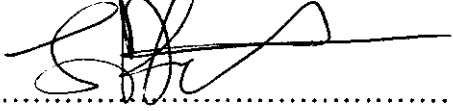
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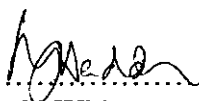
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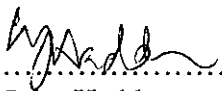

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Simon C Papworth

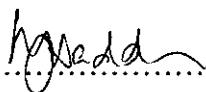

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Christopher R Prevett

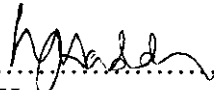

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Jonathan Papworth

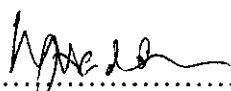

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RICHARD HADDOW AS ATTORNEY FOR Christopher William Bray


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RICHARD HADDOW AS ATTORNEY FOR Stephen Ronald White


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Richard John Haddow


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RICHARD HADDOW AS ATTORNEY FOR Ian Graham


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RICHARD HADDOW AS ATTORNEY FOR Graham Hargreaves


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Riskcare Limited