

Company No: 02788181

The Companies Act 1985
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

passed as

WRITTEN RESOLUTION

of

DSICMM Limited (the "Company")

(Passed pursuant to section 288 the Companies Act 2006)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a written resolution of the Company, having effect as a special written resolution (the "**Resolution**").

WE, the undersigned, being or representing all the members of the Company, HEREBY RESOLVE as follows:

RESOLUTION

THAT the Company, in good faith and for the purpose of carrying on its business, enter into the arrangements (the "**Transaction**") to be effected under the documents listed in the Appendix to these resolutions (the "**Documents**") and perform its obligations and exercise its rights in relation to the Transaction.

THAT the directors be authorised to pass and to implement such resolutions as they think fit in connection with the Company's entry into the Transaction and the performance of its obligations and the exercise of its rights in relation to the Transaction, including as regards approval and execution and delivery of such of the Documents to which it is to be party and all related matters.

Dated: 24th December 2008

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APPENDIX

1. List of Documents

- 1.1. a term loan facility agreement (the "**Facility Agreement**") to be entered into between Lloyds TSB Bank plc (the "**Bank**") and the Parent pursuant to which the Bank would make available to the Parent a term loan facility of a maximum aggregate principal amount of £6,000,000 (the "**Bank Facility**");
- 1.2. an ancillary facilities letter (the "**Ancillary Facilities Letter**") to be entered into between the Bank, the Parent and certain of its subsidiaries, including the Company, pursuant to which the Bank would make available certain ancillary facilities, including payment systems (the "**Ancillary Facilities**");
- 1.3. a debenture (the "**Bank Debenture**") to be granted by the Company in favour of the Bank pursuant to which the Company would grant fixed and floating charges over all the assets and undertaking of the Company as security for all money and liabilities owing to the Bank;
- 1.4. a cross guarantee (the "**Bank Guarantee**") pursuant to which the Company guarantees the obligations and liabilities owed to the Bank from time to time;
- 1.5. an omnibus guarantee and set off agreement (the "**Bank OGSA**") to be granted by the Parent and certain of its subsidiaries, including the Company, in favour of the Bank;
- 1.6. a charge over shares (the "**Share Charge**") held by it in its subsidiaries in favour of the Bank as security for all of the Company's obligations and liabilities to the Bank from time to time;
- 1.7. a receivables finance agreements, together with operating conditions (the "**Receivables Finance Agreement**") to be entered into by the Parent and certain of its subsidiaries with Lloyds TSB Commercial Finance Limited ("**LTSBCF**") pursuant to which the Company would sell all of its book debts to LTSBCF in return for a cash payment calculated by reference to the value of the debts sold (the "**CF Facility**");
- 1.8. an all assets debenture (the "**CF Debenture**") to be granted by the Company in favour of LTSBCF pursuant to which the Company would charge all of its assets by way of fixed and floating charges to LTSBCF as security for all monies owing to LTSBCF;
- 1.9. a cross guarantee (the "**CF Guarantee**") to be granted by the Parent and certain of its subsidiaries, including the Company, in favour of LTSBCF; and
- 1.10. a LTSB waiver (the "**CF Waiver**") to LTSBCF from the Bank.

Shareholders who wish to agree to such resolutions should signify that agreement in one of the following ways:

1. Sign and return this document to Eversheds LLP, Bridgewater Place, Water Lane, Leeds LS11 5DR marked for the attention of Rachel Birkinshaw; or
2. Sign and return this document by fax to 0845 498 4994 marked for the attention of Rachel Birkinshaw; or
3. Email the company c/o rachelbirkinshaw@eversheds.com confirming agreement including the text of the resolution and including your full name.

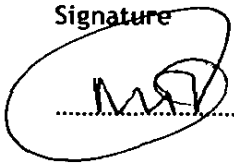
If sufficient agreement is not received by ^{20th January 2009} ~~December 2008~~ then these resolutions will lapse and shareholders will not be able to indicate agreement after that date.

Name of Shareholder

Signature

Date of Signature

Mark Thomas Felstead on
behalf of Dsicmm Group
Limited


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23/12/08

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Auditors