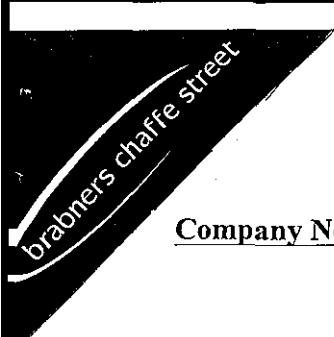




Company No: 03563591

SWIFT AID SUPPORT LIMITED (the "Company")

Written Resolutions

All of the members of the Company noted that the statutory declarations sworn by the directors of the Company, together with the statutory report of the auditors of the Company, were made available to them for inspection at or before the time at which these written resolutions were supplied to them for signature.

We, the undersigned, being all of the members of the Company, for the time being entitled to receive notice of, and to attend and vote at, general meetings of the Company hereby pass the following resolutions pursuant to Regulation 53 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985, and agree that the said resolutions shall for all purposes be as valid and effective as if passed as special resolutions at a general meeting of the Company duly convened and held:

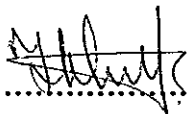
1. **"THAT** the new Memorandum of Association of the Company be amended by the Company to include a new objects sub-clause 3(w) as follow:

Subject to and in accordance with due compliance within the provisions of Sections 155 to 158 (inclusive) of the Companies Act 1985 (if and so far as such provisions shall be applicable) to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the said Act)".

2. **"THAT** the provisions of the documents listed in the appendix to these Written Resolutions (the **"Documents"**), which the Company is proposing to enter into in connection with the acquisition (the **"Acquisition"**) by Topco (Holdings) Limited (the **"Purchaser"**) of the entire issued share capital of the Company, be and are hereby approved in the forms produced to the Meeting (subject to such changes as the Board of directors of the Company in their absolute discretion, think fit)."
3. **"THAT**, notwithstanding any provisions of the Company's Memorandum and Articles of Association or any personal interest of any of the Company's directors, the Company's directors and/or secretary be and are hereby empowered, authorised and directed to execute and deliver the Documents for the Company (in such manner and subject to such changes as they, in their absolute discretion, think fit)."
4. **"THAT** notwithstanding that the execution by the Company of the Documents and the performance of its obligations thereunder would constitute the giving by the Company of financial assistance within Sections 151-158 of the Companies Act 1985 (the **"Act"**) the giving of such financial assistance by the Company be and is hereby approved."
5. **"THAT** notwithstanding that the Company would be responsible for discharging professional fees and other costs and expenses in connection with the Acquisition (the **"Expenses"**) and the payment of such Expenses would constitute financial assistance



within section 151 – 158 of the Act, the giving of such financial assistance be and is hereby approved.”



TERENCE HALL



ROYDEN PROCTER



DAVID JAMES RAWSTON



MICHAEL JOHN STITT

Dated 2nd September 2003

APPENDIX

The Documents

- (a) An agreement for the provision of an overdraft facility granted by the Royal Bank of Scotland plc (the "**Bank**") to the Company, inter alia;
- (b) An unlimited inter company composite guarantee to be given by the Company, inter alia, guaranteeing sums due to the Bank pursuant to the Loan; and
- (c) An inter company loan agreement to be entered into between the Purchaser (1) the Company (2) Hall's Construction Company Limited (3) and Salisbury Hamer Aspden & Johnson (Loss Assessors) Limited (4) for the provision of an interest free loan facility to be made available from time to time by the Company to the Purchaser.