

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARE

WRITTEN RESOLUTION

OF

BROOMCO (3192) LIMITED

(the "Company")



Pursuant to section 381A of the Companies Act 1985 (the "Act"), the following resolutions are hereby passed as special resolutions:

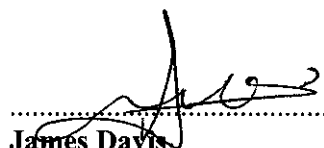
**Special Resolutions**

1. **THAT** the provisions (as the same may be amended, varied, supplemented or substituted from time to time) of the documents referred to below which the Company is proposing to enter into and grant in connection with the acquisition by the Company of the entire issued share capital of Nexpress Group Limited (the "**Target**") and thereby, the issued share capital of Nexpress Limited, Xpress Tec Inc, Nexpc Limited and Nexpress Deutschland GmbH, be and are hereby approved and (notwithstanding any provisions of the memorandum and articles of association of the Company or any personal interest of any of the directors) the directors of the Company be and are hereby empowered, authorised and directed to complete and enter into such of the following documents to which the Company is or is to become a party:
  - 1.1 a term loan agreement to be made between the Company (1) and The Governor and Company of the Bank of Scotland ("**BoS**") (2) for the provision of a £1,000,000 term loan;
  - 1.2 an intra-group loan agreement to be made between the Company and the Target (1) and the Target and Nexpress Limited (2);
  - 1.3 an unlimited inter-company composite guarantee to be executed by, inter alia, the Company in favour of **BoS**;
  - 1.4 a debenture to be executed by the Company in favour of **BoS**;
  - 1.5 a cross guarantee and indemnity to be executed by, inter alia, the Company in favour of Lloyds TSB;
  - 1.6 a debenture to be executed by the Company in favour of Lloyds TSB;
  - 1.7 a deed of priorities to be made between the Company (as Obligor) (1), **BoS** (2) and Lloyds TSB (3);
  - 1.8 letters of postponement to be executed by the Company in favour of **BoS** in respect of each of Simon Russell, Mark I'Anson, Lesley Plackett, Christopher Sherry, Graeme Titchener, Charles Young and James Davis;

- 1.9 a letter of non-reactivation addressed to **BoS** in respect of Nexpc Limited;
- 1.10 a certificate to be addressed to **BoS** by the secretary or a director of the Company;
- (the above documents, together the "**Documents**" and each a "**Document**").

2. **THAT** the Company is receiving full and fair consideration for the obligations it is undertaking in accordance with the terms of the Documents, and accordingly, the entering into and granting of the Documents is in the best interests of the Company.
3. **THAT** the Company entering into and/or granting the Documents to which it is to be a party be and are hereby approved.

Signed by all the members of the Company who as at the date hereof would be entitled to attend and vote at a general meeting had the resolutions been put to such a meeting. Signature of this resolution by any holders of any class of shares in the Company shall also constitute their consent as holders of that class of shares to the passing of the resolutions set out above.

  
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**James Davis**

DATE: 11 July 2003