

COMPANY NO. 122818

SECTION 381A COMPANIES ACT 1985

GRAMPIAN TEST & CERTIFICATION LIMITED ("the Company")

WRITTEN RESOLUTIONS

We, being all the members of the Company having the right to vote at general meetings of the Company hereby resolve as follows:-

RESOLVED

- (1) That there be approved the proposed financial assistance by the Company for the acquisition of its own shares described below:-

In connection with the proposed acquisition of the entire issued share capital of the Company by Isandco Three Hundred and Seventy Five Limited, the Company is to enter into certain of the Finance Documents (as defined in the Common Terms Agreement of even date herewith) and in particular deliver or procure delivery of, the securities detailed in Schedule Part 2 to the Common Terms Agreement among Isandco Three Hundred and Seventy Five Limited, the Company and The Governor and Company of the Bank of Scotland as security for the Facilities and all monies due, owing or incurred, to the Finance Parties by each Borrower and each Obligor (all as defined in the Common Terms Agreement) namely:

- (a) a first ranking standard security over each freehold and leasehold property owned by the Company;
- (b) a floating charge over all assets owned by the Company;
- (c) guarantees (incorporating set off arrangements) by the Company on account of any other Group Company;
- (d) the Intercreditor Agreement;
- (e) Agreement relating to Account Security and Offset.

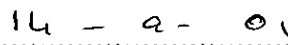
(together "the Securities")

- (2) That the Company approves of and consents to the actions of the directors of the Company in entering the Finance Documents and in

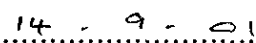


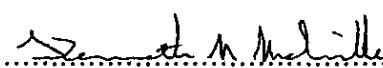
executing the Securities on behalf of the Company, all in the form
initialled for the purposes of identification by a director of the
Company.



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Alistair McNeil Melville


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Date



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Dorothy Thompson Melville

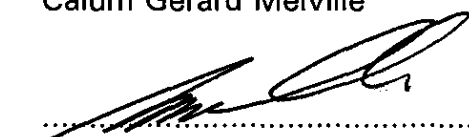

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Date



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Kenneth Nicol Melville


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Date


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Calum Gerard Melville


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Date


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Stuart McCallum Melville


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Date

Presented by: Ledingham Chalmers
 Johnstone House
 52-54 Rose Street
 Aberdeen

Ref: JATR/ME/PI