

ATESTA GROUP LIMITED

(Registered number SC161800)

MACLAY, MURRAY & SPENS,
SOLICITORS, EDINBURGH

21/12/05

WRITTEN RESOLUTIONS PURSUANT TO SECTION 381A OF THE COMPANIES ACT 1985

We, the undersigned, being the only Members of the Company hereby agree that the following Resolutions shall have effect as Written Resolutions of the Company in accordance with S381A and 381B of the Companies Act 1985 and shall thereby be as valid and effective as if passed as special resolutions at a General Meeting of the Company duly convened and held:-

"THAT:-

Subject to compliance with sections 155 to 158 inclusive of the Companies Act 1985 (the "Act") the execution of:-

1. a guarantee by each of the Company, Scientia Ferrovia and Scientifics Limited in respect of all sums due and to become due by Atesta Holdings Limited, Atesta Group Limited, Scientia Ferrovia and Scientifics Limited to The Royal Bank of Scotland plc (the "Bank");
2. a floating charge by the Company creating fixed and floating charges over the whole of the assets and undertaking of the Company in security for all sums due and to become due by the Company to the Bank;
3. a debenture by each of the Subsidiaries in each case creating fixed and floating charges over the whole of the assets and undertaking of the relevant Subsidiary in security for all sums due and to become due by the relevant Subsidiary to the Bank;
4. an intra-group funding agreement with Atesta Holdings Limited by the Company;
5. an intercreditor deed between inter alia (1) the Investors (2) the Company and (3) the Bank, to subordinate the claims of the Investors to the claims of the Bank (the "Inter Creditor Deed");
6. a subordinated guarantee by Atesta Holdings Limited, the Company, Scientia Ferrovia and Scientifics Limited in respect of all sums due and to become due by Atesta Holdings Limited, the Company, Scientia Ferrovia and Scientifics Limited to Paul Murray as security trustee for the Investors (the "Security Trustee");
7. a subordinated floating charge by the Company creating fixed and floating charges over the whole of the assets and undertaking of the Company in security for all sums due and to become due by the Company to the Security Trustee;



8. a debenture by each Subsidiary over its respective whole assets and undertaking in security for all sums due and to become due by each Subsidiary to the Security Trustee;

8.1 in the case of Scientifics Limited, a first fixed charge over the deposit of £2,200,000 placed in the escrow account (the "Escrow Account") contained in a escrow deed, whereby Scientifics Limited charges in favour of Railways Pension Trustee Company Limited, all of its right, title, interest and benefit, present and future, in and to sums standing to the credit of the Escrow Account;

(the above documents being hereinafter referred to as the "Financial Assistance Documents") is approved.

9. The execution by the Company and the Subsidiaries of the Financial Assistance Documents to which they are a party is in the best interests of the Company and the Subsidiaries and the approval of the Company and the Subsidiaries entering into the Financial Assistance Documents to which they are a party is given notwithstanding that the Company and the Subsidiaries might be held to be giving financial assistance for the purposes of section 151 and 152 of the Act.

10. In accordance with section 155(4) of the Act, the giving of such financial assistance by the execution by the Company of the Financial Assistance Documents to which it is a party is hereby approved.

11. In accordance with section 155(5) of the Act, the giving of such financial assistance by the execution by the Subsidiaries of the Financial Assistance Documents to which they are a party is hereby approved.

12. It be approved that in accordance with section 158 of the Act, the directors of the Company and the Subsidiaries provide for the execution on behalf of the Company and the Subsidiaries of the Financial Assistance Documents to which they are a party in the form of the drafts produced to the meeting with such amendments as persons authorised to execute the same may approve. "

13. The Articles of Association of the Company be and are hereby amended by deleting Articles 8, 9, 10 and 11 and by substituting therefor the following new Article 8:-

"Notwithstanding anything contained in these articles the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where the transfer of shares is:

- (a) to any bank or institution to which such shares have been charged by way of security or to any nominee of such a bank or institution (a "Secured Institution"), or*
- (b) delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or*

- (c) *executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security."*

Effective:

3i Group plc

Atesta Holdings Limited
as Attorney for

Richard Bailey
Michael Jones
Peter Middleton
David Watson

NR Jones dated 21/12/05

- (c) *executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security."*

Effective:

3i Group plc

K COOKE (ATTORNEY) dated 21/12/05

Atesta Holdings Limited
as Attorney for

Richard Bailey