

THE COMPANIES ACT 1985 – 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF

TELEPLAN RENTALS LIMITED (the Company)

(Company number: 00133540)

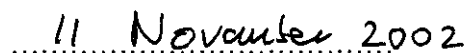
WE, being all the members of the above named company entitled to receive notice of and to attend and vote at an Extraordinary General Meeting of the Company HEREBY PASS the following resolutions as special resolutions of the Company respectively pursuant to section 381 (A) of the Companies Act 1985 (as amended):

ORDINARY RESOLUTION

- 1 **THAT** the terms of and transactions contemplated by the Accession Agreement (in the form now produced) to a guarantee and indemnity dated 18 July 2001 granted by Compass Credit Limited, Shopacheck Financial Services Limited, Welcome Financial Services Limited and Welcome Retail Services Limited in relation to the obligations and liabilities of Cattles plc (**Cattles**) under a Credit Facility dated 18 July 2001 made between Cattles plc arranged by The Royal Bank of Scotland plc (**RBS**) with RBS as Facility Agent (the **Facility Agreement**) (with such modification as may be agreed) be and are hereby approved;
- 2 **THAT** the directors be and are hereby specifically empowered, authorised and directed to sign the Accession Agreement.

And that this resolution takes effect in relation to the Company as if passed by the Company as an ordinary resolution.





SIGNED for and on behalf of

DATED

SHOPACHECK FINANCIAL SERVICES LIMITED





SIGNED for and on behalf of

DATED

CATTLES PROVIDENT TRUST LIMITED

