

# THE COMPANIES ACT 1985

## PRIVATE COMPANY LIMITED BY SHARES



### WRITTEN RESOLUTION OF FILOFAX GROUP LIMITED (Registered No. 175064)

We, the undersigned, being the sole shareholder of the Company hereby resolve in accordance with section 381A of the Companies Act 1985 (as amended) that the following resolutions be and are hereby passed by way of written resolution.

"THAT:

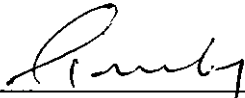
1. In satisfaction of the obligations imposed upon the Company by Section 155(4) of the Companies Act 1985 (the "Act") and subject to compliance with Section 155-158 of the Act, the execution by the Company of:-
  - (a) a guarantee in favour of the Bank guaranteeing all of the present and future obligations of each of the members of the Group which has granted or will grant security in favour of the Bank to the Bank (the "Guarantee") (as each such term is defined in the Facility Letter);
  - (b) a debenture in favour of the Bank pursuant to which the Company would charge by way of legal mortgage, fixed and floating charges, the whole of its property, undertaking and assets (including uncalled capital) in favour of the Bank to secure its present and future obligations and liabilities to the Bank (the "Debenture");
  - (c) an inter company funding agreement between the Company and the Purchaser pursuant to which upon the demand of the Purchaser the Company would be obliged to lend funds to the Purchaser on the terms and subject to the conditions stated therein (the "Intercompany Funding Agreement");
  - (d) a letter of support between the Company and the Purchaser pursuant to which the Purchaser would agree to lend the Company such amounts as were necessary to meet any working capital shortfall (the "Letter of Support");

be and is hereby approved.

2. The execution of the above documents is in the best interests of the Company and the approval for the Company to enter into such

Guarantee, Debenture, Intercompany Funding Agreement and Letter of Support is given notwithstanding that the Company might be held to be giving financial assistance for the purposes of Sections 151 to 152 of the Companies Act 1985.

3. The Directors provide for the execution on behalf of the Company of the Guarantee, Debenture, Intercompany Funding Agreement and Letter of Support in the forms of the drafts produced to the Meeting initialled by the Chairman for the purposes of identification with such amendments as persons authorised to execute the same may approve.
4. This resolution shall have effect notwithstanding any provision of the Company's Articles of Association."

  
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For and on behalf of Day  
Runner UK Limited

Date: 26/7/2001