

ESTIMATION LIMITED
("the Company")

WRITTEN RESOLUTION
(Pursuant to Sections 381A and 381B and Schedule 15A of the Companies Act 1985)

WE, the undersigned, being all the members of the above named Company who, at the date of this Resolution would be entitled to attend and vote at a General Meeting of the Company, hereby approve the following resolutions as ordinary and special resolutions of the Company and agree that they shall for or all purposes be valid and effective as if the same had been passed by us all at a General Meeting of the Company duly convened and held.

SPECIAL RESOLUTIONS

1. **THAT** (in accordance with and subject to the passing of Resolutions 5 and 6 below) the Memorandum of Association of the Company be amended and accordingly **THAT** the Memorandum of Association of the Company be and is hereby altered by the deletion of the existing clause 5 and the insertion of the following as a new clause 5:-

“5. The share capital of the Company is £3,158 divided into 3,000 Ordinary Shares of £1.00 each and 158 ‘B’ Ordinary Shares of £1.00 each. The Company has power to increase the share capital and to divide the shares (whether original or increased) into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise.”

2. **THAT** (in accordance with and subject to the passing of Resolutions 5 and 6 below) the Articles of Association of the Company be amended and accordingly **THAT** the Articles of the Company be and hereby are altered as follows:-

- 2.1 By the deletion of the existing Article 3(a) and the insertion of the following as a new clause 3(a):

“3(a) The authorised share capital of the Company is £3,158 divided into 3,000 Ordinary Shares of £1.00 each and 158 ‘B’ Ordinary Shares of £1.00 each;” and

- 2.2 By the insertion of the following as a new Article 3(d);

“3(d) Save as provided in Article 3(e) the Ordinary Shares of £1.00 each and the ‘B’ Ordinary Shares of £1.00 each shall rank pari passu in all respects.”

- 2.3 By the insertion of the following as a new A:



“3(e) The holder or holders of a majority in the nominal value of the ‘B’ Shares shall be entitled by notice in writing to the Company to appoint a director and by like notice to remove such director and at any time and from time to time by like notice to appoint any other person to be a director in the place of a director so removed. Any director so appointed shall be an ‘B’ Director. A notice of appointment or removal of a director pursuant to this Article shall take effect upon lodgment at the office or on delivery to a meeting of the directors or on delivery to the secretary”

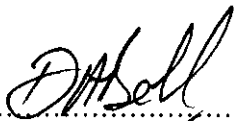
3. **THAT** the pre-emption provisions contained within Article 4 of the Articles of Association of the Company be disapplied in respect of the allotment of Ordinary Shares and ‘B’ Ordinary Shares pursuant to Resolutions 5 and 6 below.

ORDINARY RESOLUTIONS

4. **THAT** the authorised share capital of the Company be increased to £3,158 by the creation of 158 ‘B’ Ordinary Shares, of £1.00 each.
5. 5.1 **THAT** the Directors shall have unconditional authority to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities (as defined in section 80(2) of the Companies Act 1985) of the Company to such persons at such times and generally on such terms and conditions as the Directors may determine. The authority hereby conferred shall be for a period expiring five years from the date hereof unless previously renewed, varied or revoked by the Company in General meeting and the maximum of such relevant securities as aforesaid which may be allotted pursuant to such authority shall be the authorised but as yet unissued share capital of the Company at the date and time of passing of this Resolution and as increased by Resolution 4.
- 5.2 The Directors shall be entitled under the authority hereby conferred or under any renewal thereof to make at any time prior to the expiry of such authority any offer or agreement which would or might require relevant securities as aforesaid to be allotted after the expiry of such authority.
6. **THAT** upon the recommendation of the directors the sum of £2,000 being part of the accumulated capital and revenue reserves, be capitalised and appropriated as capital to and among the holders of the ordinary shares of £1.00 each in the capital of the Company as appearing in the register of members as at the close of business on the 19th day of October 2001 and that the directors be authorised and directed to apply such sum in paying up in full ordinary shares of £1.00 each in the capital of the Company and to allot and distribute such new shares, credited as fully paid, to and among the holders of the shares at the rate of two such new shares for every one existing share held by them.
7. **THAT** the terms of the Employee Benefit Trust of the Company provided in a Deed of Trust proposed to be entered into between (1) the Company and (2) David Anthony Bell, Malcolm Kenneth Doody and David Summerfield (a copy of which is annexed to this Written Resolution) be approved and that any two directors or a director and the secretary be authorised to execute that said Deed of Trust on behalf of the Company.

Dated this 19 day of October

2001



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David Anthony Bell

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Mark E. Wagner



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G. Michael Llewellyn

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Abaid Mughal