

Company No: 1594411

THE COMPANIES ACTS 1985 TO 1989

WRITTEN RESOLUTION

of

the shareholder of

ACCESS PLUS MARKETING SERVICES LIMITED

(the "Company")



In accordance with section 381A of the Companies Act 1985 (as amended) (the "**Act**"), we, the undersigned, being the sole member of the Company for the time being entitled to attend and vote at a general meeting of the Company, hereby resolve that the following resolutions shall have effect as special resolutions as if they had been passed at a general meeting of the Company duly convened and held:

THAT the Company enter into an accession letter (the "**Accession Letter**") (a copy of the agreed form Accession Letter having been provided to the sole member entitled to attend and vote at general meetings of the Company) pursuant to which the Company shall accede to a facilities agreement dated 23 October 2003 between TripleArc Plc, the Original Borrowers (as defined therein), the Original Guarantors (as defined therein) and HSBC Bank plc (the "**Bank**") (the "**Facilities Agreement**") (a copy of the Facilities Agreement having been provided to the sole member entitled to attend and vote at general meetings of the Company) as an Additional Guarantor (as defined in the Facilities Agreement);

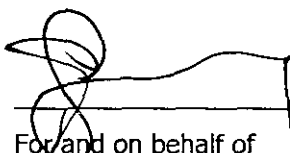
THAT the Company enter into a deed of accession (the "**Deed of Accession (Debenture)**") (a copy of the agreed form Deed of Accession (Debenture) having been provided to the sole member entitled to attend and vote at general meetings of the Company) pursuant to which the Company shall accede to the terms of a debenture dated 23 October 2003 between the Initial Charging Companies (as defined therein) and the Bank (the "**Debenture**") (a copy of the Debenture having been provided to the sole member entitled to attend and vote at general meetings of the Company);

THAT the Company enter into an intercompany loan agreement (the "**Intercompany Loan Agreement**") (a copy of the agreed form Intercompany Loan Agreement having been provided to the sole member entitled to attend and vote at general meetings of the Company) between TripleArc plc as the Borrower and the Company and others as Lenders;

THAT the terms of the Accession Letter, Facilities Agreement, Deed of Accession (Debenture), Debenture and Intercompany Loan Agreement (together the "**Documents**") be approved (subject to such amendments as any person who is now or at the relevant time a director or the secretary of the Company may in his absolute discretion deem appropriate); and

THAT notwithstanding that the execution by the Company of the Accession Letter, Deed of Accession (Debenture) and Intercompany Loan Agreement and the performance of its obligations under the Documents would constitute the giving by the Company of financial assistance within sections 155 to 158 of the Companies Act 1985, the giving of financial assistance by the Company in the form and on the terms set out in Form 155(6)a (including the auditor's reports attached thereto) (a copy having been provided to the sole member entitled to attend and vote at general meetings of the Company) be and is hereby approved.

In accordance with section 381B of the Companies Act 1985, a copy of this written resolution was sent to the Company's auditors at the same time as, or before, this written resolution was supplied to any the sole member of the company for signature.



For and on behalf of
Access Plus Limited

Dated *26 February* 2004