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The following written resolution by the member of the Company was made on 29 June 2000 in accordance with Section 381(A) of the Companies Act 1985 to take effect as a special resolution:

## RESOLUTIONS

- 1 The giving of the financial assistance for the purpose of the acquisition of the shares in the Company and taking the form described in the Statutory Declarations of even date herewith and made by all of the Company's Directors on Form 155(6)(a) (and including financial assistance by certain of the Company's subsidiaries on Forms 155(6)(b)) (copies of which together with the annexed auditors report are available for inspection by the members at the meeting)) be and are hereby approved; and
- 2 In view of the benefits likely to accrue to the Company from the provisions of the facilities agreement dated 24 December 1999 (the "Facilities Agreement") between inter alios, The European Private Equity Partnership Limited (the "Borrower") and Société Générale (the "Bank") whereby the Bank will make available certain facilities to the Borrower, the execution of a debenture (the "Debenture") and accession agreement (the "Accession Agreement") in favour of the Bank in respect of (inter alia) the obligations of all of the companies specified therein and granting security over all the Company's assets in favour of the Bank and the execution of an intra-group loan agreement (the "Intra-Group Loan Agreement") between inter alios, the Company as lender and the Borrower as borrower, be and are hereby approved and that the Directors and Secretary of the Company be authorised (notwithstanding any provision in the Company's Articles of Association to the contrary) to execute the Debenture, Accession Agreement and Intra-Group Loan Agreement and necessary documentation so as to give effect thereto.

  
National Westminster Bank plc

**Bridgepoint Capital Group**

I, DAVID SHAW being a director of the Company hereby confirm that a copy of the foregoing Resolution has been sent to the Company's Auditors in accordance with Section 381(B) of the Companies Act 1995

W. A. L. L.  
Director

