

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**SPECIAL RESOLUTION**  
**of**  
**THE DOCUMENT STORAGE COMPANY LIMITED**

Passed 14th September 1995

The following resolution was duly passed at an Extraordinary General Meeting of the Company held on 14th September 1995.

**SPECIAL RESOLUTION**

**THAT -**

- 1 the giving of financial assistance (as defined in Section 152 of the Companies Act 1985 ("the Act")) by the Company to British Data Management plc ("BDM") for the purpose of the acquisition by it of shares in the Company as described in the declaration made pursuant to Section 155(6) of the Act, a copy of which is now produced to the meeting initialled by the Chairman by way of identification, be approved;
- 2 the Company be authorised to execute the documents, in the form of the drafts now produced to the meeting and initialled by the Chairman by way of identification, to be granted by the Company in favour of BDM; and that such authority be extended to any document amended in such manner as may be necessary if such amendment is initialled by the Company Secretary;
- 3 subject to the compliance with Sections 155 to 158 (inclusive) of the Act, the execution and performance by the Company of each of the following:-
  - (i) an unlimited guarantee in favour of The Governor and Company of the Bank of Scotland ("the Bank") pursuant to which the Company shall guarantee all the liabilities and obligations of BDM, Britannia Data Management Limited, Britannia Storage Systems Limited, Eurocrate Rentals Limited and such other company as may become a party to such unlimited guarantee to the Bank;



- (ii) a Mortgage Debenture in favour of the Bank over the undertaking, property and assets of the Company

in each case is approved;

- 4 the execution of the documents referred to in paragraph 2 of this Resolution is in the best interests of the Company and the approval by the Company of the entry into those documents is given notwithstanding that the Company might be held to be giving financial assistance for the purposes of Sections 151 and 152 of the Act; and
- 5 this Resolution shall have effect notwithstanding any provision of the Company's Articles of Association.

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CHAIRMAN