

WRITTEN RESOLUTION
of
SOFTCAT LIMITED
COMPANY NUMBER 2174990
(the Company)



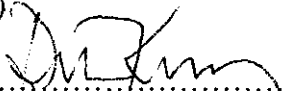
Pursuant to Regulation 53 of Table A (as defined in, and incorporated into, the Articles of Association of the Company), we the undersigned, being all the members of the Company who, as at the date of this resolution, are entitled to attend and vote at a general meeting of the Company, hereby resolve to pass the following resolution as a Special Resolution:

SPECIAL RESOLUTION

1. THAT, subject to compliance by the Company's directors with section 155(6) and 156 of the Companies Act 1985, the provision by the Company of financial assistance (within section 152(1)(a) of the Act) to Abacus Corporate Trustee Limited ("Trustee") for the purposes of its proposed acquisition of shares in the Company be and is hereby approved, such financial assistance to take the form of the execution by the Company of a loan agreement (the "Loan Agreement") between the Company and the Trustee in the sum of £2,415,106.25 on the terms and conditions set out therein, and
2. THAT, subject to their compliance as aforesaid, the directors of the Company be and are hereby authorised to arrange execution by the Company of the Loan Agreement.

Signed 
(Douglas Fawell)

Dated 16 May 2005

Signed 
(Peter Kelly)

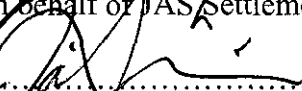
Dated 16 May 2005

Signed 
(William Kenny)

Dated 16 May 2005

Signed 
(For and on behalf of JAS Settlement Trust)

Dated 16 May 2005

Signed 
(David Simpson)

Dated 16 May 2005

Signed 
(For and on behalf of Ravensbury Partners)

Dated 16 May 2005