

THE COMPANIES ACT 1985 and 1989

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PRIVATE COMPANY LIMITED BY SHARES

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WRITTEN RESOLUTIONS

- of -

OYEZSTRAKER HOLDINGS LIMITED  
(the "**Company**")

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(PASSED ON 3 MARCH 2003)

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We, being the sole member of the Company who at the date of these resolutions is entitled to attend and vote at extraordinary and general meetings of the Company, hereby unanimously RESOLVE that the following resolutions be passed as written resolutions having effect as special resolutions of the Company in accordance with section 381A Companies Act 1985 (the "**Act**") and agree that the said resolutions shall for all purposes be valid and effective as if the same had been passed at an extraordinary general meeting of the Company duly convened and held on 3 March 2003:

1. **THAT**, notwithstanding any existing provisions of the Memorandum or Articles of Association of the Company, the giving of financial assistance (pursuant to sections 151-158 of the Act) by the Company to OyezStraker Group Limited ("**OyezStraker**") in connection with the purchase by OyezStraker of up to 200,081 cumulative participating preferred ordinary shares of 10 pence each and up to 223,941 ordinary shares of 10 pence each in the capital of OyezStraker, as described in the form 155(6)a statutory declaration made pursuant to section 155(6) of the Act, which is attached to these resolutions and which (together with a statutory auditors' report and board memorandum) was made available to the member at the time of the passing of this resolution, be approved.
2. **THAT** the giving of financial assistance (pursuant to sections 151-158 of the Act) by each of the following subsidiaries of the Company:  
  
OyezStraker Office Environments Limited  
Graham Tennant Limited

OyezStraker Office Supplies Limited  
OyezStraker Logistics Limited  
OyezStraker Sales Limited  
OyezStraker Trustees Limited  
Mayfair Office Supplies (UK) Limited  
Sutton Stationery Limited

in connection with the purchase by OyezStraker of up to 200,081 cumulative participating preferred ordinary shares of 10 pence each and up to 223,941 ordinary shares of 10 pence each in the capital of OyezStraker, as described in the form 155(6)b statutory declarations made pursuant to section 155(6) of the Act, which are attached to these resolutions and which (together with statutory auditors' reports and board memoranda) were made available to the member at the time of the passing of this resolution, be approved.

3. **THAT**, notwithstanding any personal interest, the board of directors of the Company and of each of the subsidiaries referred to in resolution 2 above, or any individual members thereof and/or, as applicable, the company secretary of the applicable such companies be and are hereby specifically authorised, empowered and directed in the name of and on behalf of the applicable such companies (or the same is hereby ratified and confirmed) to:

- 3.1 execute and deliver each of the Financial Assistance Documents (as defined below) in the form produced to the member at the time of the passing of this resolution or with such amendments as the person(s) executing the same shall in their absolute discretion approve; and
- 3.2 enter into such documentation and to take such action as may be required in order to carry out the matters referred to above in these resolutions.

In these resolutions the term "**Financial Assistance Documents**" means the guarantees, security and other documents referred to in the respective form 155(6)a and form 155(6)b statutory declarations referred to previously in these resolutions (including, but not limited to:

- (a) the unlimited inter-company composite guarantee and debentures to be granted by OyezStraker and certain of its subsidiaries in favour of National Westminster Bank Plc as Security Agent;
- (b) the guarantees and indemnities and fixed and floating charges to be granted by OyezStraker and certain of its subsidiaries in favour of The Royal Bank of Scotland Commercial Services Limited (the "**Working Capital Bank**");
- (c) the intra-group loan agreements to be entered into in by certain subsidiaries in favour of OyezStraker; and
- (d) the priority agreement to be entered into between OyezStraker and certain of its subsidiaries, the Working Capital Bank and the various other lenders).

  
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Duly appointed Corporate Representative  
for and on behalf of  
OyezStraker Group Limited