

Company No. 2958430



COMPANIES ACT 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

INDEPENDENT SPECIALIST TECHNOLOGY (UK) LIMITED
("the Company")

PASSED 10 / 8 2005

On the 10th day of August 2005 the following resolution was passed as a special resolution of the Company by way of a written resolution signed by the members of the Company entitled to receive notice of and to attend and vote at General Meetings:-

SPECIAL RESOLUTION

That the Articles of Association of the Company be amended by inserting the following paragraphs into Article 7A(b):-

- "7A(c) where the Proposed Transferee is not an independent third party then providing the offer is duly made and the Proposing Transferee acquires over 90% of the issued share capital ("the Acquisition") the Minority Shareholders (which expression shall include for the purposes of Articles 7A(c) and 7A(d) any transferee(s) thereof and, in particular, any holder of A ordinary shares who has received such shares from the Trustee on the exercise of an option) shall, if called upon to do so by notice in writing by the Proposed Transferee at any time prior to 9th April 2008, be obliged to transfer their shares to the Proposed Transferee for the Fair Consideration, and in default of compliance by any Minority Shareholder with such obligation the provisions of Article 7(i) shall mutatis mutandis apply as though such Minority Shareholder (or his transferee, as the case may be) were a Vendor;
- (d) for the purposes of Article 7A(c) the Fair Consideration for each share shall be the same consideration as was given by the Proposed Transferee for a share of the class being acquired pursuant to the Acquisition and if such consideration was not cash consideration, in the same form as was originally given, or at the written election of either the Proposed Transferee or the Minority Shareholder in question within 7 days of the date of the notice the fair value of the shares the subject of the notice valued by the auditors in accordance with Article 7(c)(iii) and 7(d) provided that the costs of the valuation shall be met equally by the Proposing Transferee and the relevant Minority

Shareholder and provided further that if the consideration for the Acquisition was not cash consideration such consideration to be satisfied in the same form as was originally given pursuant to the Acquisition as certified by the auditors."

A handwritten signature in black ink, consisting of a stylized, cursive 'h' followed by a series of loops and a final flourish.

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DIRECTOR/SECRETARY