

Company number: 3009356

THE COMPANIES ACTS 1985 TO 2006

COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

VISTA RETAIL SUPPORT LIMITED (the "Company")

NOTICE is hereby given that on 11 July, 2008 the following resolutions were passed by means of written resolutions

1 Ordinary resolution

That the directors be and they are hereby authorised and directed to enter into and execute on behalf of the Company

- (a) a guarantee (the "**Bank Guarantee**") in favour of HSBC Bank plc (the "**Bank**") guaranteeing the discharge of all present and future liabilities (both actual and contingent) of Vista Support Services Group Limited to the Bank,
- (b) a debenture (the "**Bank Debenture**") in favour of the Bank charging all the Company's undertaking, property, assets and rights by way of fixed and floating charges, legal mortgage and assignment as therein specified as security for all indebtedness and other liabilities of the Company to the Bank including its contingent liabilities under the Bank Guarantee,
- (c) a guarantee (the "**FW Guarantee**") in favour of Finance Wales Investments Limited ("**FW**") guaranteeing the discharge of all present and future liabilities (both actual and contingent) of Vista Support Services Group Limited to FW,
- (d) a debenture (the "**FW Debenture**") in favour of FW charging all the Company's undertaking, property, assets and rights by way of fixed and floating charges, legal mortgage and assignment as therein specified as security for all indebtedness and other liabilities of the Company to FW including its contingent liabilities under the FW Guarantee,
- (e) an intercreditor deed to be executed by Vista Support Services Group Limited, the Bank, FW and Vista Retail Services Limited in order to regulate the priority between the secured creditors (the "**Intercreditor Deed**"),
- (f) a short form company loan agreement in favour of Vista Support Services Group Limited for a loan of £1,800,000 (the "**Company Loan Agreement**"), and

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- (g) an intergroup loan agreement to be entered into by the Company, Vista Retail Support Limited and the Vista Support Services Group Limited confirming that the Company and Vista Retail Services Limited will provide loans from time to time to Vista Support Services Group Limited to enable it to repay, and pay interest on, any part of the facilities to be provided by the Bank (the **"Intergroup Loan Agreement"**),

in each case in the form attached hereto and, for the purpose of identification, initialled by each of us

2 **Special resolution**

That, pursuant to the requirements of sub-sections 155(4) and 155(5) of the Companies Act 1985 (the **"Act"**), the giving by the Company of financial assistance within the meaning of section 152(1) of the Act

- (i) to Vista Support Services Group Limited by the execution of the Bank Guarantee, the FW Guarantee, the Bank Debenture, the FW Debenture, the Company Loan Agreement and the Intergroup Loan Agreement (as described in the ordinary resolution numbered 1 above), and
- (ii) to Digipos Store Solutions Limited by the payment of its professional fees owed to BDO Stoy Hayward of £4,300,

be and are hereby approved and that the directors' statutory declaration and auditor's report attached hereto and, for the purpose of identification, initialled by each of us be and are hereby approved

Dated 11 July, 2008



Richard Olds

(Director)

**BOARD MEMORANDUM OF VISTA RETAIL SUPPORT LIMITED (the
"Company")**

Memorandum in connection with the proposed arrangement whereby the Company will give financial assistance (the "**Financial Assistance**") for the purpose of the proposed acquisition of the entire issued shares in the capital of the Company particulars of which are given in the statutory declaration made by the directors of the Company on today's date pursuant to section 155(6) of the Companies Act 1985

1. As at the close of business on 30 May, 2008 the aggregate of the Company's assets as stated in its accounting records exceeded the aggregate of its liabilities as so stated
2. From our knowledge of events since that date and of the likely course of the Company's business, the directors have formed the opinion that the aggregate amount of the Company's assets will exceed the aggregate of its liabilities immediately before the Financial Assistance is given and that the amount by which the giving of the Financial Assistance will reduce the net assets of the Company will not exceed the distributable profits of the Company as determined on the basis of its annual accounts made up to 31 August, 2007 (after taking account of profits earned less distributions made since that date)

Signed on behalf of the board



Dated



July, 2008