

**Company No 3126731**

**The Companies Act 1985  
COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

**of**

**FIRST MOTORWAY SERVICES LIMITED**



(Passed pursuant to section 381A of and Schedule 15A to the Companies Act 1985)

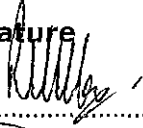
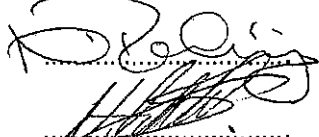
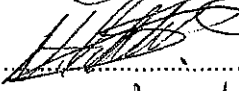
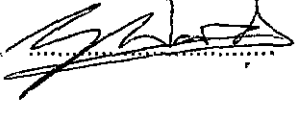
WE, the undersigned, being or representing all the members of the Company for the time being entitled to receive notice of and attend and vote at a general meeting of the Company, HEREBY RESOLVE as follows:

**RESOLUTIONS**

1. THAT the Articles of Association be amended as follows:
  - 1.1 Articles 3.1.2, 3.1.3 and 3.3.1 be deleted.
2. THAT the Special Preference Dividend of £155,227.30 and an accrued Preference Dividend of £74,424.05 be paid to the holders of the Preference Shares.
3. THAT the terms of an agreement proposed to be made between 3i Group PLC and Others(1) and the Company (2) for the purchase by the Company of 304,545 Ordinary A1 shares of 1p each in the capital of the Company ("Shares") for an aggregate consideration of £925,575.95 of which £406,129.65 shall be satisfied from the Company's distributable reserves and the balance of £519,596 by a payment out of capital pursuant to Resolution 4, and otherwise upon the terms set out in the attached copy of the proposed Agreement ("Agreement") are approved.
4. THAT the payment out of capital by the Company of the sum of £519,596 in respect of the purchase by the Company of 304,545 Shares pursuant to the Agreement is approved and the Directors are authorised and directed to make such payment in accordance with but subject to sections 173 to 178 of the Companies Act 1985.
5. THAT the payment out of capital by the Company of the sum of £1,552,273 in respect of the redemption of 1,552,273 A1 Preference Shares of 1p each in the capital of the Company pursuant to the Company's Articles of Association is approved and the Directors are authorised and directed to make such payment

in accordance with but subject to sections 173 to 178 of the Companies Act 1985.

Dated:

Name of Shareholder	Signature	Date of Signature
Robin Millar		17/02/2006
Nick Palmizzi		17/02/2006
Noel Richards		17/02/2006
Gary Ward		17/02/2006
3i Group PLC		
Barrington House Nominees Limited		

Attachments: Form of Agreement

Signed statutory declaration and auditors' report

Copy: Auditors

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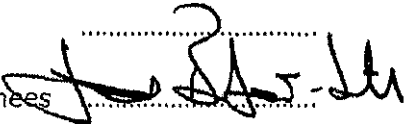
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3i Group PLC	.....	.....
Barrington House Nominees Limited	 .....	17/2/06.....

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Copy:                Auditors