

Form of written resolution to be filed at Companies House under the 2006 Act

Company No: 03365236

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTIONS IN WRITING
of

RAMPART SECURITY LIMITED (the "Company")

Passed the *31* of *October* 2008

By a written resolution agreed to in accordance with Chapter 2 of Part 213 of the Companies Act 2006 by or on behalf of the required number of the members of the Company who, at the date of circulating the resolution, were entitled to vote on the resolution the following resolutions of the Company was/were duly passed:

SPECIAL RESOLUTION

1. THAT, with effect from the passing of this resolution the Company is hereby authorised to enter into the documents, in the form produced to the member, listed in the Appendix set out below (the "**Company Finance Documents**")

ORDINARY RESOLUTION

2. THAT the giving of upstream credit support by the execution, delivery and performance by the Company of the Company Finance Documents is approved

Signed

Director/Secretary

Dated

31/10/2008

THURSDAY



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A07

06/11/2008

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COMPANIES HOUSE

APPENDIX

Documents referred to above

1. The documents listed and described below (or the documents referred to therein or relating thereto) as the same may be amended, increased, novated and/or replaced, varied, supplemented or substituted from time to time, which will be entered into, directly or indirectly, in connection with **the transfer of the whole of the issued share capital of the Company** (in this Appendix also referred to as the **"Target"**) by its present shareholders Peter Lionel Rutt, Sandra Jane Rutt, Trustees of the P.L Rutt 1999/1 Settlement and Gary Kane (together the **"Seller"**) to Vision Security Group Limited (Company number 03892575) (the **"Buyer"**) pursuant to a sale and purchase agreement dated on or around the date hereof and made between the Seller and the Buyer (the **"Acquisition"**).

- 1.1 an accession deed (the **"Facilities Agreement Accession Deed"**) pursuant to which the Company will accede to enter into a senior sterling term and revolving facilities agreement dated 3 September 2007 (the **"Facilities Agreement"**) relating to (i) a Facility A Loan of £8,000,000 (ii) a Facility B Loan of £3,750,000 (iii) a Revolving Facility of £7,000,000 made between, amongst others, (1) Castlegate 471 Limited (2) Castlegate 471 Limited, Castlegate 474 Limited, VSG Holdings Limited and Vision Security Group Limited (as Original Borrowers) (together referred to as the **"Group"**) (3) the Group, VSG (1) Limited and VSG (2) Limited (as Original Guarantors) and (4) The Royal Bank of Scotland plc (the **"Bank"**) as Arranger, Original Lender, Agent and as Security Agent;

*The Facility A Loan, the Facility B Loan and the Revolving Facility (as defined above) are together referred to as the **"Facilities"**.*

*The Arranger, the Original Lender, the Agent, the Security Agent (as defined above), the Security Trustee, the Senior Agent Senior Creditor, the Hedge Counterparty and the Ancillary Lender (as defined below) are together referred to as the **"Finance Parties"**.*

*The Original Borrowers and the Original Guarantors (as defined above) are together referred to as the **"Original Obligors"**.*

*The Company is to be referred to as **"Additional Obligor"**.*

*The Original Obligors and the Additional Obligor are together referred to as **"Obligors"** (each an **"Obligor"**).*

- 1.2 an accession deed (the **"Intercreditor Accession Deed"**) pursuant to which the Additional Obligor will accede to enter into an intercreditor agreement (the **"Intercreditor Agreement"**) dated 3 September 2007 made between,

amongst others, (1) the Original Obligors, (2) the Finance Parties and (3) Lloyds TSB Development Capital Limited and others as Subordinated Creditors;

- 1.3 a deed of accession (the "**Debenture Accession Deed**") pursuant to which the Additional Obligor will accede to a debenture dated 3 September 2007 (the "**Debenture**") between (1) the Original Obligors and (2) the Security Trustee;
- 1.4 an overdraft letter (the "**Overdraft Letter**") relating to an overdraft of £7,000,000 from the Bank to the Company, VSG Group Limited (formerly Castlegate 471 Limited), VSG Investments Limited (formerly Castlegate 474 Limited), Vision Security Group Limited, VSG Holdings Limited, VSG Staff Hire Limited and VSG Payroll Services Limited, and
- 1.5 an unlimited inter company composite guarantee (the "**Guarantee**") between (1) VSG Group Limited, Vision Security Group Limited, VSG Holdings Limited, VSG Investments Limited, VSG Staff Hire Limited, VSG Payroll Services Limited, the Company, (2) the Bank