

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**SPECIAL WRITTEN RESOLUTIONS**  
of  
**COMMUNICAID LIMITED**

TUESDAY



("Company")

In accordance with Regulation 53 of Table A of the Companies Act 1985, as incorporated into the Company's articles of association (the "**Articles of Associations**"), we, the undersigned, being the sole member of the Company who, at the date of these resolutions is entitled to attend and vote at a general meeting of the Company, hereby make the following written resolutions which shall have the effect as special resolutions duly passed by the Company in general meeting

- 1 that the execution of the terms of and the transactions contemplated by
  - 1 1 an accession letter to a £17,500,000 Sterling term and £7,500,000 multicurrency revolving facility agreement dated 14 December 2006 made between (1) Fonebak plc (as the Company), (2) the subsidiaries of the Company listed in part 1 of schedule 1 thereto as Original Borrowers, (3) the subsidiaries of the Company listed in part 1 of schedule 1 thereto as Original Guarantors, (4) KBC Bank NV (as Arranger) (5) the financial institutions listed in part 3 of schedule 1 thereto as Original Lenders (6) KBV Bank NV (as Agent) (7) KBC Bank NV (as Security Trustee) and (8) KBC Bank NV (as Issuing Bank),
  - 1 2 a debenture to be entered into between (1) KBC Bank NV (as Security Trustee) and (2) the companies listed in schedule 8 thereto together with Fonebak plc as Original Chargers, and
  - 1 3 a formalities certificate issued by a director of the Company making various certifications and confirmations on its behalf,

(the documents listed in paragraphs 1 1 to 1 3 collectively to be referred to as the "**Documents**") be and hereby are approved
- 2 that any of the directors of the Company (or in the case of documents executed as deeds, any two directors) be and are authorised to sign each of the Documents and deliver the same on behalf of the Company
- 3 that the Articles of Association be amended by the insertion of the following new article as a new article 15

**"15. TRANSFERS OF SHARES RE BANK SECURITY**

Notwithstanding any contrary provisions in these Articles, the Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer

- 15 1 is to any bank, institution or other person to which such shares have been charged by way of security, or to any nominee of such a bank, institution or

other person (or a person acting as agent or security trustee for such person) (a "Secured Institution"), or

15 2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or

15 3 is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the Directors shall forthwith register any such transfer of shares or shares upon receipt and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of such shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise "

4 that the Articles of Association be amended by the deletion of article 3

Signed by, or by duly authorised representatives on behalf of, the sole member of the Company who as at the date of these resolutions would be entitled to attend and vote at a general meeting of the Company had the resolutions been put to such a meeting

Signed . *AH. Procter*

Dated *20 February 2007*

**AUTOMATED INTEGRATED DIAGNOSIS  
LIMITED**