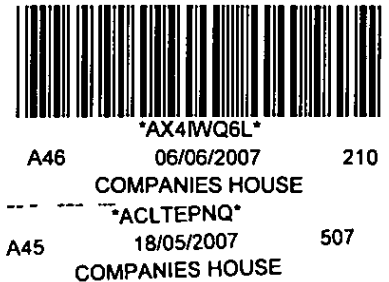


THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
ALLINITY LIMITED ("COMPANY")

FRIDAY
WEDNESDAY



Written Resolution pursuant to section 381A Companies Act 1985 (as amended)

Passed on: 10 May 2007

We, the undersigned, the sole member of the Company who at the date of this written resolution is entitled to receive notice of and to attend and vote at general meetings of the Company, hereby pass the following written resolutions as special resolutions of the Company pursuant to section 381A and Schedule 15A of the Companies Act 1985 (as amended) (the "Act") and hereby agree that the said resolutions shall for all purposes be as valid and effective as if passed as special resolutions at a general meeting of the Company duly convened and held

SPECIAL RESOLUTIONS

- 1 THAT the provisions (as the same may be amended, varied, supplemented or substituted from time to time) of the documents listed in the appendix to this Written Resolution ("Documents"), which the Company is proposing to enter into and grant in connection with the acquisition by 2e2 Limited ("Purchaser") of the entire issued share capital of the Company's holding company, Compel Group Limited ("Target") be and are hereby approved (copies of such Documents having been supplied to the sole member of the Company prior to the signing of this Written Resolution) (subject to such changes (if any) as the Company's directors, in their absolute discretion, think fit)
- 2 THAT, notwithstanding any provisions of the Company's memorandum and articles of association or any personal interest of any of the Company's directors and subject to compliance with sections 155-158 of the Act, the Company's directors and/or secretary be and are hereby empowered, authorised and directed to execute and deliver the Documents for the Company (in such manner and subject to such changes as they, in their absolute discretion, think fit)

- 3 **THAT**, notwithstanding that the execution by the Company of the Documents and the performance of its obligations thereunder would constitute the giving by the Company of financial assistance within sections 151-158 of the Act, the giving of financial assistance by the Company in the form and on the terms set out in the Forms 155(6)a (including the auditors' reports attached thereto), sworn on the date hereof by the directors of the Company (copies of which having been supplied to the sole member of the Company prior to the signing of this Written Resolution) be and are hereby approved
- 4 **THAT** the giving of financial assistance, the execution of the Documents and the assumption by the Company of its obligations thereunder is to the commercial benefit, and in the best interests of the Company and the approval of the Company to enter into the Documents is given and authorised, notwithstanding that the Company is entering into the Documents for the purposes of, amongst other things, assisting the Purchaser in connection with reducing or discharging a liability incurred in connection with the previous acquisition of the Target's shares and assisting 2e2 Limited in connection with reducing or discharging a liability incurred in connection with the previous acquisition of the shares in 2e2 Group Limited
- 5 **THAT** the articles of association of the Company be amended by the insertion of a new Article as Article 6(h) as follows

"6(h) Registration of shares"

Notwithstanding anything contained in these Articles

- (a) the directors (or director if there is only one) of the Company may not decline to register any transfer of shares in the Company nor suspend registration of any such shares, and
- (b) a holder of shares in the Company is not required to comply with any provision of the Articles which restricts the transfer of shares or which requires any such shares to be first offered to all or any current shareholders of the Company before any transfer may take place,

where in any such case the transfer is or is to be

- (a) executed by any bank or institution (including The Governor and Company of the Bank of Scotland) to which such shares have been mortgaged or charged by way of security (or by any nominee of such bank or institution) pursuant to a power of sale under such security,

- (b) executed by a receiver or manager appointed by or on behalf of any such bank of institution under any such security, or
- (c) to any such bank or institution (or to its nominee) pursuant to any such security

A certificate by any officer or such bank or institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts "

Signed by or by their duly and authorised representatives on behalf of all the members of the Company who at the date hereof would be entitled to attend and vote at a general meeting had the resolutions been put to such a meeting



For and on behalf of
Compel Group Limited

Appendix

The Documents

The following documents were produced to the meeting

- 1 an accession letter ("**Senior Facilities Accession**") to be entered into by the Company relating to a senior facilities agreement ("**Senior Facilities Agreement**") originally entered into on 22 September 2006 and as supplemented, amended and restated on 5 March 2007 pursuant to a supplemental senior facilities agreement and made between (1) 2e2 Holdings Limited ("**Holdings**") as Parent, (2) 2e2 Investments ("**Investments**") as Bidco and 2e2 Limited ("**2e2**") as the Offeror, (3) the subsidiaries of Holdings listed therein as the Original Borrowers, (4) the subsidiaries of Holdings listed therein as Original Guarantors, (5) The Governor and Company of the Bank of Scotland ("**BoS**") in its capacities of Arranger, Agent, Security Trustee, Issuing Bank and Ancillary Lender and (6) the financial institutions listed therein as the Original Lenders (the "**Supplemental Senior Facilities Agreement**"),
- 2 an accession letter ("**Mezzanine Facility Accession**") to be entered into by the Company relating to a mezzanine facility agreement ("**Mezzanine Facility Agreement**") originally entered into on 22 September 2006 and as supplemented, amended and restated on 5 March 2007 pursuant to a supplemental mezzanine facility agreement and made between (1) Holdings as Parent, (2) Investments as Bidco, (3) 2e2 as Borrower, (4) the subsidiaries of Holdings detailed therein as Original Guarantors, (5) BoS in its capacities of Arranger, Agent and Security Trustee and (6) the financial institutions listed therein as the Original Lenders (the "**Supplemental Mezzanine Facilities Agreement**"),
- 3 a composite guarantee and debenture to be made between (1) Compel Group Limited as Parent, (2) the companies listed therein (including the Company) and (3) BoS in its capacity as Security Trustee (as defined therein) as security for monies owing pursuant to the Senior Facilities Agreement and Mezzanine Facility Agreement ("**Facilities Debenture**"),
- 4 an accession letter ("**Intercreditor Accession**") to be entered into by the Company relating to a intercreditor deed ("**Intercreditor Deed**") originally entered into on 22 September 2006 and as supplemented, amended and restated on 5 March 2007 pursuant to a supplemental intercreditor deed and made between (1) Holdings and others as Charging Companies and Intercompany Creditors, (2) BoS in its capacities of Security Trustee, Senior Agent, Issuing Bank, Mezzanine Agent, the Bridging Agent and the Bridging Security Trustee, (3) the lenders detailed therein as Senior Lenders, (4) the lenders detailed therein as Mezzanine

Lenders, (5) the lenders detailed therein as the Hedge Counterparties, (6) the financial institutions and others listed therein as the Investors and (7) the Bridging Lenders (the **"Supplemental Intercreditor Deed"**), and

- 5 an intra-group loan agreement to be made between (1) the companies named therein as Borrowers (including the Company) and (2) the companies named therein as Lenders (including the Company) (**"Intra Group Loan Agreement"**)