

Company Number: 03698167

THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY SHARES
WRITTEN SPECIAL RESOLUTIONS OF
INTUITA LIMITED

(signed by the sole member of Intuita Limited (the "Company") on
21 December 2006)

The sole member of the Company noted that two statutory declarations sworn by the directors of the Company, together with the reports of the auditors of the Company attached thereto, were made available for inspection.

Tekton Group Limited, the undersigned, being the sole member of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby resolves that the resolutions set out below be and are passed as special resolutions of the Company pursuant to the provisions of Section 381A of the Companies Act 1985 (the "**Act**"), and confirm that such resolutions shall be valid and effectual as if they had been passed at an Extraordinary General Meeting of the Company duly convened and held:

- 1 **THAT** the provisions (as the same may be amended, varied, supplemented or substituted from time to time) of the following documents referred to below which the Company is proposing to enter into and grant in connection with the acquisition by Hallco 1389 Limited (the "**Buyer**") of the entire issued share capital of Tekton Group Limited (company number 05585481) the Company's parent company ("**Tekton**") pursuant to a sale and purchase agreement (the "**Acquisition**") (the Buyer, the Buyer's parent company Hallco 1390 Limited (the "**Parent**") the Company, Tekton's other trading subsidiaries, Evison Limited (company number SC211263), ("**Evison**"), and Construction Information Technologies Limited (company number 02885837) (the "**Charging Subsidiaries**") and Sitestream Software Limited (company number 01755221) ("**Sitestream**") (together the "**Enlarged Group**")), be and are hereby approved and (notwithstanding any personal interest of any of the directors), the board of directors of the Company be and it is hereby specifically authorised, empowered and directed in the name of and on behalf of the Company to complete and enter into such of the following documents to which the Company is or is to become a party:
 - (a) a facility agreement to be entered into between the Parent, the Buyer, the Company, the Charging Subsidiaries, Tekton, Sitestream and HSBC Bank plc (the "**Bank**") pursuant to which the Bank would make available the facility of a secured loan in the maximum aggregate principal amount of £5,300,000 to be made available to the Buyer by the Bank (the "**Facility Agreement**") to assist with:
 - (i) the acquisition by the Buyer of the entire issued share capital of Tekton;
 - (ii) the reducing or discharging of the current banking facilities, existing debt and security entered into by:
 - (a) Tekton
 - (b) the Company
 - (c) each of the Charging Subsidiaries



(d) Intuita Software Limited (company number 05417221 ("Intuita Software"),

provided by and granted in favour of The Governor and Company of the Bank of Scotland pursuant to the historic acquisitions of each of the Company the Charging Subsidiaries and Intuita Software ("**Historic Acquisitions**");

(iii) the discharging of existing debt and security entered into by:

(a) Tekton

(b) the Company

(c) each of the Charging Subsidiaries

(d) Intuita Software,

provided by and granted in favour of North West Business Investment Scheme (company number: LP008604), British Smaller Companies VCT plc (company number: 03134749) and British Smaller Technology Companies VCT2 plc (company number: 04084003) (together referred to as ("**YFM**") pursuant to the Historic Acquisitions;

(iv) the acquisition by the Buyer of the entire issued share capital of the Company; and

(v) to discharge the all fees, costs and expenses, stamp, registration and other taxes incurred by the Enlarged Group in connection with the acquisition of Tekton and Sitestream (the "**Acquisitions**") (the "**Acquisition Costs**");

(b) the corporate guarantee and indemnity, contained in the Facility Agreement, to be entered into by the Parent, the Company, the Charging Subsidiaries, Tekton, Sitestream, and the Buyer in favour of the Bank;

(c) a debenture to be executed by the Company in favour of the Bank;

(d) a working capital facility letter to be entered into between the Parent, the Buyer, the Company, the Charging Subsidiaries, Tekton, Sitestream and the Bank, pursuant to which the Bank is to make available a working capital facility of £500,000 (the "Working Capital Facility Letter");

(e) the intra-group loan agreement to be entered into between the Company, the Charging Subsidiaries, Tekton, Sitestream and the Buyer setting out the terms of intra-group loans (the "**Loans**") to be made by the Company, the Charging Subsidiaries, Tekton, Sitestream to the Buyer (as principal borrower) to, inter alia, fund the Acquisitions and to cover the Acquisition Costs and repay sums in respect of the Historic Acquisition of the Company, to repay the facilities provided under the Facility Agreement and the Working Capital Facility Letter and make payments under the Loan Notes (Loan Notes has the meaning given to it in the Facility Agreement);

(f) the intercreditor deed in agreed form to be entered into between the Company, the Parent, the Buyer, the Charging Subsidiaries, Sitestream the Noteholders (as defined therein), Equity Investors (as defined therein) and the Bank;


(g) a composite guarantee and debenture, in the agreed terms, made between the Parent, the Buyer, Tekton, the Company, the Charging Company and Sitestream (1) and Inflexion Private Equity Partners LLP as

security trustee (2) in relation to series A fixed rate secured loan notes 2013;

- (h) a composite guarantee and debenture, in the agreed terms, made between the Parent, the Buyer, Tekton, the Company, the Charging Company and Sitestream (1) and Richard Beaton as security trustee (2) in relation to series B fixed rate secured loan notes 2013;
- (i) a composite guarantee and debenture, in the agreed terms, made between the Parent, the Buyer, Tekton, the Company, the Charging Company and Sitestream (1) and Jane Mercer as security trustee (2) in relation to series C fixed rate secured loan notes 2013;
- (j) such other documentation and to take such action as may be required in order to carry out the matters referred to above,

together the "**Documents**", it was noted that the balance of the consideration in respect of the Acquisitions would be provided by way of issue of the Loan Notes.

- 2 **THAT** the two statutory declarations in the Forms 155(6)a (one in connection with (the Acquisitions and the other in respect of the reducing or discharging of liability incurred in connection with the Historic Acquisition of the Company (the "**Declarations**") (with each of the auditors' reports attached thereto) setting out details (inter alia) of the Documents to which the Company is a party and the details of financial assistance (as defined by sections 151 to 158 (inclusive) of the Act) set out in each of the Declarations which the Company is proposing to give for the purpose of the Acquisition and for the purpose of reducing and discharging of obligations in connection with the Historic Acquisition of the Company, the making of the Loans, the Declarations, the Documents and the Acquisition be and are hereby approved and authorised by the members of the Company.
- 3 **THAT** notwithstanding that the reducing and discharging of obligations in connection with the Historic Acquisition of the Company, the making of the Loans and the entering into and granting of the Documents to which the Company is a party and the granting of the security and guarantees and performing the obligations thereunder would constitute financial assistance within the meaning of sections 151 to 158 (inclusive) of the Act, the Company is receiving full and fair consideration for the obligations it is undertaking in accordance with the terms of the Documents to which it is party and accordingly, such entry and grant and the giving of such financial assistance is in the best interests of the Company and is approved.
- 4 **THAT** the giving of such financial assistance as set out in resolutions 2 to and including 3 above, be and is hereby approved and that the Company entering into and/or granting the Documents to which it is a party be and is hereby approved.


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For and on behalf of the Tekton Group Limited