

SIT-UP LIMITED (NO. 3877786)

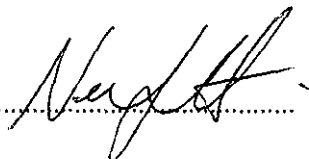
(the "Company")

Members' Written Resolution

In accordance with regulation 53 of Table A of the Companies Act 1985, we, being all the members of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, declare that the following special resolution shall have effect as if passed by the Company in general meeting and accordingly WE RESOLVE THAT:

SPECIAL RESOLUTION

- (a) the Company provide financial assistance (as defined in section 152 Companies Act 1985 and in compliance with sections 155-158 of the Companies Act 1985) in relation to the acquisition by Screenshop Limited of shares in the Company by the Company giving a guarantee and security in respect of the loan facilities and providing the Alpine Repayment (the "**Assistance Documents**") as more fully described in the directors' statutory declaration of solvency in Form 155(6)(a) together with the statutory auditor's report annexed to the statutory declaration;
- (b) the giving of financial assistance by the Company by the execution of, and subsequent exercise of rights and obligations under, and in connection with the Assistance Documents be approved; and
- (c) approval for the Company to enter into the Assistance Documents be given notwithstanding that the Company might be held to be giving financial assistance for the purposes of sections 151 and 152 of the Companies Act 1985.

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For and on behalf of
SCREENSHOP LIMITED

Date: August 2005

