

**MORI GROUP LIMITED**

---

WRITTEN RESOLUTION  
(Passed 27<sup>th</sup> February 2003)

---

We, the undersigned, being all the members entitled to receive notice of and to attend and vote at general meetings of the Company pursuant to the powers contained in the Articles of Association of the Company and in particular regulation 53 of Table A in the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) hereby RESOLVE the following resolution to take effect as if it had been passed as a special resolution at a general meeting duly convened and held:

**SPECIAL RESOLUTION**

1. THAT Article 12.2.2 of the articles of association of the Company be amended to read as follows:

"12.2.2 This Sub-article 12.2.2 shall apply to:

- all transfers of B ordinary shares (other than transfers by RWFT Holding or its permitted transferees) (subject to sub-articles 12.3 and 12.4) and other than transfers where sub-article 13.4 applies; and
- all transfers of C ordinary shares and ordinary shares (subject to sub-article 12.3 and 12.4) and other than transfers where sub-article 13.4 applies.

Subject to the remaining provisions of this Article, the sale price of the Sale Shares shall be the Deemed Fair Value for those Sale Shares (the 'Sale Price'), calculated as follows:

$$\text{DFV} = \frac{\text{S}}{\text{ESC}} \times [((\text{PBIT} \times 12.4) \times (100\% - \text{T}\%)) - \text{F}]$$

Where:



- (c) the amount of any other reserve, provision, allowance, writing down or writing off which the directors of the Company or the relevant Group Company in their absolute discretion determine to charge to revenue."

Member	Signed	Date
Tim Burns		
Butterfield Trust (Guernsey) Limited (as trustee of MORI Group Limited Employee Trust)		
3i Nominees Limited		
3i PVLP Nominees Limited (a/c 3i Parallel Ventures LP)		
3i PVLP Nominees Limited (a/c Parallel Ventures (No.2) Co- Investment Plan)		
3i UKIP II Nominees Limited		
RWFT Holding Company	by: E. W. Shaw, Secretary	27 February 2003
Henry Bartram c/o Livingstone Guarantee PLC		
Alan Cornish		
Michael Everett		
Brian & Gevenieve Gosschalk		
Peter Hutton		
Stewart & Barbara Lewis		
Ben Page		
Roger Stubbs		
John Searle		

**Member**

**Signed**

**Date**

Tim Burns

Butterfield Trust (Guernsey) Limited  
(as trustee of MORI Group Limited  
Employee Trust)

  
For and on behalf of  
BUTTERFIELD TRUST  
(GUERNSEY) LIMITED

20/2/03

3i Nominees Limited

3i PVLP Nominees Limited  
(a/c 3i Parallel Ventures LP)

3i PVLP Nominees Limited  
(a/c Parallel Ventures (No.2) Co-  
Investment Plan)

3i UKIP II Nominees Limited

RWFT Holding Company

Henry Bartram c/o Livingstone Guarantee  
PLC

Alan Cornish

Michael Everett

Brian & Gevenieve Gosschalk

Peter Hutton

Stewart & Barbara Lewis

Ben Page

Roger Stubbs

John Searle

**Member****Signed****Date**

Tim Burns

Butterfield Trust (Guernsey) Limited  
(as trustee of MORI Group Limited  
Employee Trust)

3i Nominees Limited



3i PVLN Nominees Limited  
(a/c 3i Parallel Ventures LP)



3i PVLN Nominees Limited  
(a/c Parallel Ventures (No.2) Co-  
Investment Plan)



3i UKIP II Nominees Limited



RWFT Holding Company

Henry Bartram c/o Livingstone Guarantee  
PLC

Alan Cornish

Michael Everett

Brian & Gevenieve Gosschalk

Peter Hutton

Stewart & Barbara Lewis

Ben Page

Roger Stubbs

John Searle

**Member****Signed****Date**

Tim Burns

Butterfield Trust (Guernsey) Limited  
(as trustee of MORI Group Limited  
Employee Trust)

3i Nominees Limited

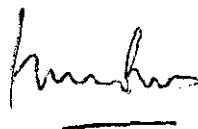
3i PVLP Nominees Limited  
(a/c 3i Parallel Ventures LP)

3i PVLP Nominees Limited  
(a/c Parallel Ventures (No.2) Co-  
Investment Plan)

3i UKIP II Nominees Limited

RWFT Holding Company

Henry Bartram c/o Livingstone Guarantee  
PLC



Alan Cornish

Michael Everett

Brian & Gevenieve Gosschalk

Peter Hutton

Stewart & Barbara Lewis

Ben Page

Roger Stubbs

John Searle

**Member**

**Signed**

**Date**

Tim Burns



11/2/02



Butterfield Trust (Guernsey) Limited  
(as trustee of MORI Group Limited  
Employee Trust)

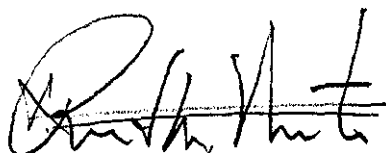
3i Nominees Limited

3i PVLP Nominees Limited  
(a/c 3i Parallel Ventures LP)

3i PVLP Nominees Limited  
(a/c Parallel Ventures (No.2) Co-  
Investment Plan)

3i UKIP II Nominees Limited

RWFT Holding Company

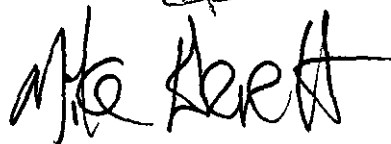


Henry Bartram c/o Livingstone Guarantee  
PLC



Alan Cornish

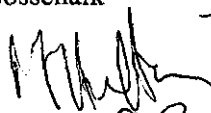
Michael Everett



Brian & Gevenieve Gosschalk

Brian Gosschalk

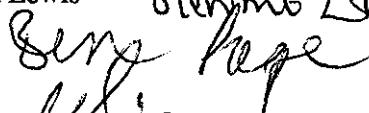
Peter Hutton



Stewart & Barbara Lewis

Stewart & Barbara Lewis

Ben Page



Roger Stubbs



John Searle



14.2.03

11.2.03