

THE COMPANIES ACT 1985 ("the Act")

COMPANY LIMITED BY SHARES

WRITTEN RECORD OF DECISIONS

OF

THE SOLE MEMBER OF DCS GROUP HOLDINGS LIMITED

(company number: 4261653)

Pursuant to section 382B of the Companies Act 1985

Passed on 28th September, 2001

I, the undersigned, being the sole member of the Company notify the Company of the decisions which I have taken to approve the following resolutions taking effect as special resolutions, those decisions being ones which may be taken by the Company in general meeting and having effect as if agreed by the Company in general meeting.

THAT:

- (1) The draft agreement proposed between the Company and the shareholders in DCS Europe plc for the sale to the Company of the entire issued share capital of DCS Europe plc in exchange for the allotment and issue by the Company to the shareholders of DCS Europe plc of 1 ordinary share of 10p for each share they hold in DCS Europe plc ("the Share Exchange Agreement") be and is hereby approved for all purposes including for the purposes of section 320 of the Act, notwithstanding that completion of the Share Exchange Agreement may amount to a substantial property transaction (as defined in that section) between the Company and each of its directors and any two of the Company's directors are now authorised to execute the Share Exchange Agreement and ensure its completion by the Company in accordance with its terms.
- (2)
 - (a) In accordance with section 80 of the Act, the directors be and are hereby generally and unconditionally authorised, for the period commencing on the date of passing this resolution and expiring 5 years after that, to allot up to 499,999 ordinary shares of 10p each.
 - (b) In accordance with section 95(1) of the Act, the pre-emption provisions contained in sections 89 to 94 of the Act shall not apply to the allotment of the 499,999 ordinary shares of 10p each referred to in paragraph (a) and, instead, the directors be and hereby authorised and directed to allot those shares in accordance with the Share Exchange Agreement.

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Sole member



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