

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS
-of-
2E2 TRAINING LIMITED
(THE "COMPANY")



The following written resolutions of the members of the Company entitled to attend and vote at a general meeting of the Company were made in accordance with Section 381A of the Companies Act 1985 (the "Act").

Pursuant to the articles of association of the Company and the Act, we, the undersigned, being the sole member of the Company entitled to attend and vote at any general meeting of the Company in respect of the resolutions set out below, HEREBY RESOLVE to pass the following resolutions as written resolutions:

WRITTEN RESOLUTIONS

1. THAT notwithstanding any existing provisions of the memorandum and articles of association of the Company and subject to compliance with sections 155-158 of the Act, the terms of, the arrangements contemplated by and the entry into of those documents referred to below (as the same may be amended, varied, supplemented or substituted from time to time), as referred to in a statutory declaration made by the directors of the Company the original of which together with the annexed report is available for inspection by the members, (which events would constitute the giving by the Company of financial assistance (as defined by section 151 of the Act)) in relation to the acquisition (the "**Acquisition**") of the entire issued share capital of the Company by 2e2 Investments Limited pursuant to a sale and purchase agreement dated on or about the date hereof (the "**SPA**") and the Refinancing (as defined below) be and are hereby approved:

(a) The entry by the Company into the following facility agreements:

- (i) a senior facility agreement dated on or around the date hereof and made between, among others, 2e2 Holdings Limited as Parent, the parties therein defined as Original Borrowers, 2e2 Investments Limited as Bidco and the parties therein defined as Original Guarantors, The Governor and Company of the Bank of Scotland ("**BoS**") as Agent, Security Trustee, Issuing Bank and Ancillary Lender, and the Lenders as defined therein (the "**Senior Facility Agreement**") which sets out the terms on which the Lenders will provide multicurrency term loans and a revolving facility of up to a maximum principal amount of £80,000,000 to the Borrowers (as defined in the Senior Facility Agreement);
- (ii) a mezzanine facility agreement dated on or about the date hereof and made between, 2e2 Holdings Limited as Parent, 2e2 Investments Limited as Bidco and Original Borrower, the parties therein defined as Original Guarantors and BoS as Agent and Security Trustee and the Lenders (as defined therein) which sets out the terms on which the Lenders will provide a term mezzanine facility (the "**Mezzanine Facility Agreement**"; of up to a maximum of £10,000,000;

such Senior Facility Agreement and the Mezzanine Facility Agreements (the "**Facility Agreements**") were to provide funds, amongst other things, (i) to permit the re-financing (the "**Refinancing**") of existing facilities provided by, amongst others, HSBC Bank plc (the "**HSBC**") pursuant to a facility agreement dated 24 March 2005, which was amended and restated on 14 September 2005 and further amended on 22 August 2006 and made between, amongst others, HSBC and the Company as borrower, which, among other things, was used by 2e2 Limited in part to finance its acquisition of the entire issued

- (b) The entry by the Company into a composite guarantee and debenture in favour of BoS as Security Trustee pursuant to which the Company covenants to pay or discharge all present and future obligations and liabilities (whether actual or contingent and whether owed jointly or severally as principal debtor, guarantor, surety or otherwise) of itself and each of the Obligors (as defined therein) who has or which will have any liability to the Secured Parties (as defined therein) and creates fixed and floating charges in respect of the assets of the Company;
- (c) The entry by the Company into an intercreditor deed with, amongst others, 2e2 Holdings Limited and the Charging Companies and Intercompany Creditors (as defined therein), BoS as Security Trustee, Senior Agent, Issuing Bank and the Mezzanine Agent, the Lenders (as defined therein) and the financial institutions referred to therein governing the priorities as between, inter alia, the parties to the Facility Agreements;
- (d) The entry by the Company into an intra group loan agreement with 2e2 Holdings Limited, 2e2 Investments Limited, 2e2 Group Limited, 2e2 Limited, 2e2 Networks Limited, 2e2 Solutions Limited, 2e2 Data Management Limited, 2e2 Services Limited, 2e2 Storage Limited, 2e2 Offshore Limited, 2e2 Jersey Limited, 2e2 Guernsey Limited, 2e2 Paperflow Limited and 2e2 IOM Limited setting out the terms of intra group loans to be made between the parties thereto,

2. THAT notwithstanding any personal interest, any of the board of directors of the Company be and are hereby specifically authorised, empowered and directed on his/her own and in the name of and on behalf of the Company to:
 - (a) execute and deliver the Financial Assistance Documents in substantially the form produced to the meeting; and
 - (b) enter into such documentation and to take such action as may be required in order to carry out the matters referred to above.
3. THAT any act done or document executed pursuant to any of the resolutions set out above shall be valid, effective and shall bind the Company and any limit on the borrowing or other powers of the directors of the Company contained in or incorporated by reference in the Company's Articles of Association is suspended, waived or abrogated as necessary to give effect to the foregoing resolutions.

Dated 22.09.06