

Company Number: 04683451

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

Special Resolutions

of

FIRSTASSIST GROUP HOLDINGS LIMITED
(the "Company")

At an extraordinary general meeting of the Company held on 21 December 2006 at Marshalls Court, Marshalls Road, Sutton, Surrey SM1 4DU the following resolutions were duly passed as Special Resolutions and, in the case of resolution (2) it was passed as a Special Resolution without any member exercising votes carried by the shares to which the resolution relates in accordance with section 164 of the Companies Act 1985 (the "Act")

(1) Special Resolution to Increase the Authorised Share Capital

That the authorised share capital of the Company be increased to £2,000 00 by the creation of 12,000 new "A" ordinary shares of 1p each to rank pari passu in all respects with the existing "A" ordinary shares in the capital of the Company and 88,000 new "B" ordinary shares of 1p each to rank pari passu in all respects with the existing "B" ordinary shares in the capital of the Company,

That the directors be and they are hereby generally and unconditionally authorised pursuant to section 80 of the Act to exercise all the powers of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution, provided that the authority hereby given shall expire five years after the passing of this resolution unless previously renewed or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority, and

That in accordance with section 95 of the Act, section 89(1) of the Act shall not apply to the allotment of equity securities pursuant to the general authority given for the purposes of section 80 of the Act and the directors may allot, grant options over or otherwise dispose of such shares to such persons, on such terms and in such manner as they see fit for as long as this resolution shall have effect

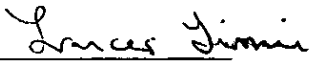
(2) Special Resolution to approve the buy-back of Shares

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That the terms of the draft own share purchase agreement proposed to be entered into between the Company and Barclays Private Equity European Fund A and others (the "**Agreement**") providing for the purchase by the Company of 4,425 fully paid "A" ordinary shares of 1p each in the capital of the Company for the price specified in the Agreement be approved.


Secretary

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