

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

QA-IQ GROUP LIMITED

("Company")

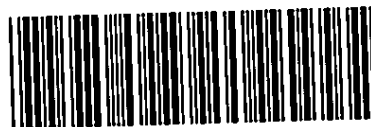
In accordance with chapter 2 part 13 of the Companies Act 2006, we, the undersigned, being all the members of the Company who, at the date of these resolutions are entitled to attend and vote at a general meeting of the Company, hereby make the following written resolutions which shall have the effect as ordinary and special resolutions duly passed by the Company in a general meeting

We, the undersigned, refer to

- 1 a facility agreement dated on the date hereof and entered into between, amongst others, the Company (the **"Revolving Borrowers"**) and The Governor and Company of the Bank of Ireland in its various capacities as arranger (the **"Arranger"**), original lender (the **"Original Lender"**), underwriter (the **"Underwriter"**), agent (the **"Agent"**) and security trustee (the **"Security Trustee"**) (the **"Credit Agreement"**),
- 2 a debenture dated on the date hereof and made between the Company and the Security Trustee (the **"Debenture"**),
- 3 a guarantee dated on or about the date hereof made between, amongst others, the Company (the **"Original Guarantors"**) and the Security Trustee (the **"Guarantee"**),
- 4 an intercreditor deed dated on or about the date hereof to be made between amongst others, the Company and the Security Trustee (the **"Intercreditor Deed"**),
- 5 an intra-group loan agreement (incorporating a letter of support) dated on or about the date hereof to be made between (1) the Company, (2) QA-IQ Limited, (3) IQ Sys Limited and (4) Seckloe 208 Limited (the **"Intra-Group Loan Agreement"**),
- 6 a letter of support addressed to the Lenders (as defined in the Credit Agreement) by the Company dated on or about the date hereof (the **"Support Letter"**), and
- 7 a hedging strategy letter addressed to the Bank by the Company dated on or about the date hereof (the **"Hedging Strategy Letter"**)

(together referred to as the **"Finance Documents"**) and unanimously resolve in accordance with the Company's articles of association (the **"Articles"**)

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ORDINARY RESOLUTION

THAT:

- 1 the terms of, and the transactions contemplated by, the Finance Documents to which the Company is a party be and are hereby approved, and to the benefit of the Company and will promote the success of the Company for the benefit of its members as a whole and the Company be and is hereby authorised to enter into the Finance Documents and the Company may sign or seal any other documents which the Company at any time may enter into or be required to enter into pursuant to or in connection with any Finance Documents and do such other acts or things as may be considered by any director to be necessary or desirable for the purposes of carrying into effect any transaction contemplated by the Finance Documents

SPECIAL RESOLUTION

THAT:

- 2 the Articles be amended by the insertion of a new article 4.2 as follows

"Notwithstanding anything contained in these articles, the Directors shall not decline to register any transfer of shares, nor may they suspend registration of it where the transfer

4.2.1 is to any bank or institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution ("a **Secured Institution**"), or

4.2.2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or

4.2.3 is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

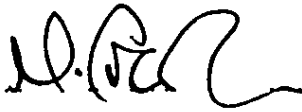
and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the Shareholders for the time being of the Company or any of them, and no such Shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not "

Circulation date: 30.12. October 2007

Registered office: Rath House, 55-65 Uxbridge Road, Slough, Berkshire SL1 1SG

Agreement to written resolutions

We, the undersigned, being persons entitled to vote on the above resolutions, irrevocably agree to such resolutions

Name of corporate member	QA-IQ INVESTMENTS LIMITED	
Name and position of signatory	MARTIN JOHN TRAINER <i>Block capitals please</i>	
Signed by authorised person on behalf of corporate member		
		Dated 30/10/07