



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

-of-

FOSTER + PARTNERS LIMITED

(the "Company")

The following resolutions were duly agreed to by the members of the Company who would have been entitled to vote upon the resolution if it had been proposed at a general meeting of the Company at which it was present, in accordance with section 381A of the Companies Act 1985 (as amended) (the "Act") as a written resolution with effect from 9 May 2007 -

SPECIAL RESOLUTIONS

1. THAT the terms of and the transactions contemplated by the following documents to which it is proposed that the Company accedes are in the best interests of the Company and are hereby approved
 - 1.1 a senior facilities agreement (the "**Senior Facilities Agreement**") to be entered into between, amongst others, Amber Bidco Limited (the "**Purchaser**") and Lloyds TSB Bank plc (acting in its various capacities) (the "**Bank**") pursuant to which the Lenders would make available secured credit facilities to the Company and under which the Company would guarantee the facilities made available and agree to procure certain actions by the Group,
 - 1.2 a mezzanine facility agreement (the "**Mezzanine Facility Agreement**") to be entered into between, amongst others, Amber Bidco Limited and the Bank pursuant to which the Mezzanine Lenders would make available to the Company a secured sterling term loan facility and under which the Company would guarantee the facilities made available, and
 - 1.3 an intercreditor agreement (the "**Intercreditor Agreement**") to be entered into between, amongst others, (1) Amber Holdco Limited, (2) Amber Midco Limited, (3) Amber Bidco Limited, and (4) certain of the Finance Parties

2. THAT the execution, delivery and performance of the following documents to which it is a party by the Company is in the best interests of the Company and be and are hereby approved

2.1 an accession letter to the Senior Facilities Agreement under which the Company would guarantee the facilities made available thereunder,

2.2 an accession letter to the Mezzanine Facility Agreement under which the Company would guarantee the facilities made available thereunder,

2.3 an accession letter to the Intercreditor Agreement,

2.4 a debenture to be entered into by the Company as a chargor in favour of the Bank (as Security Trustee),

2.5 an upstream loan agreement to be entered into by, among others, the Company (as a lender) and the Borrowers (as defined therein), and

2.6 a letter of support from, among others, the Purchaser and addressed to the Company (as defined therein),

2.7 a certificate of the Company to be signed by one of its Directors, certifying and confirming certain matters set out therein,

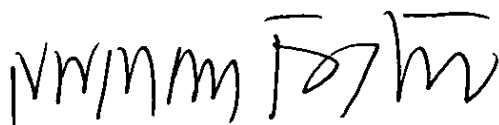
together the "**Banking Documents**", and

2.8 any other documents relating to, or connected with, the Banking Documents

3. Subject to compliance with Sections 151-158 of the Act, any financial assistance under Sections 151 and 152 of the Act (i) constituted by entry into and performance by the Company of the Banking Documents, and/or (ii) particulars of which are set out in the statutory declaration made this day by the directors of the Company pursuant to section 155(6) of the Companies Act 1985, be and hereby is approved

4. Terms defined in the Senior Facilities Agreement shall have the same meaning when used herein, unless otherwise defined

5. These resolutions shall have effect notwithstanding any provisions of the Company's articles of association



Director/Company Secretary

Date 9 May 2007