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Company No: 1664145

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
RESOLUTIONS
OF
FOREST TRAFFIC SIGNALS LIMITED



NOTICE is hereby given that at an extraordinary general meeting of the Company held at Dumfries House, Dumfries Place, Cardiff on 13th May 1995 the following resolutions were duly passed as resolutions of the type indicated by the heading attributed to each:

RESOLUTIONS

1. Special resolution

That the directors be and they are hereby authorised and directed to enter into and execute on behalf of the Company:

- (1) a guarantee (the "Guarantee") in favour of National Westminster Bank PLC (the "Bank") in the Bank's standard form guaranteeing the discharge of all present and future liabilities (both actual and contingent) of Crestacre Traffic Management Limited ("Crestacre") and its subsidiaries to the Bank;
- (2) a mortgage debenture (the "Debenture") in the Bank's standard form to be issued by the Company to the Bank charging all the Company's undertaking property assets and rights by way of fixed and floating charges as therein specified as security for all indebtedness and other liabilities of the Company to the Bank including its contingent liabilities under the Guarantee;
- (3) a deed of novation and guarantee (the "Novation and Guarantee") to be given by the Company in favour of 3i Group PLC ("3i") guaranteeing the discharge of a loan in the sum of £206,000 together with all interest and other payments due in relation thereto (the "Loan") by Crestacre; and
- (4) a collateral debenture (the "Collateral Debenture") in 3i's standard form to be issued by the Company to 3i charging all the Company's undertaking, property, assets and rights by way of fixed and floating charges as therein specified as security for all indebtedness and other liabilities of the Company to 3i including its contingent liabilities under the Novation and Guarantee.

in each case in the form produced to the meeting and for the purpose of identification signed by the chairman.

2. Special resolution

That, pursuant to the requirements of Section 155(5) of the Companies Act 1985 (the "Act"), the giving by the Company of financial assistance within the meaning of

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Section 151(1) of the Act to Crestacre by the execution of the Guarantee, the Debenture, the Novation and Guarantee and the Collateral Debenture (as described in the special resolution numbered 1 above) be and is hereby approved and that the statutory declaration and auditors report produced to the meeting be and are hereby approved.

Dated 31st May 1995

BY ORDER OF THE BOARD



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G Charles
Secretary