

SYNCRO LIMITED ('Company')

Written Resolution pursuant to section 381A Companies Act 1985 (as amended)

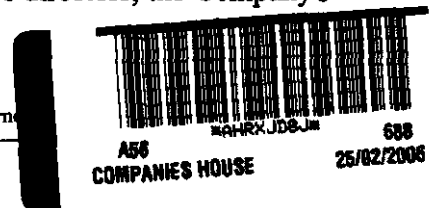
We, the undersigned, being the sole member of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, hereby pass the following resolutions as special resolutions of the Company pursuant to section 381A of and Schedule 15A to the Companies Act 1985 (as amended) and hereby agree that the said resolutions shall for all purposes be as valid and effective as if passed as special resolutions at a general meeting of the Company duly convened and held:

SPECIAL RESOLUTIONS

1. That the Articles of Association of the Company be and they are hereby altered by adding the following as Article 15:

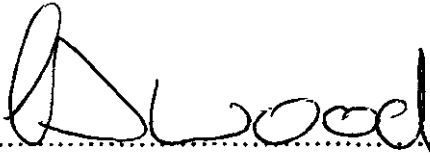
"Notwithstanding any other provision of these Articles of Association, the directors may not at any time decline to register or delay in registering any transfer of any share where such transfer is executed by any person(s) to whom shares have been charged by way of security or by that person's nominee pursuant to the power of sale under such security and a certificate lodged by the chargee or nominee (as appropriate) that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts."

2. 'That the provisions of the documents listed in appendix 1 to this Written Resolution ('Documents'), which the Company is proposing to enter into in connection with the acquisition by Hardshelfco 138 Limited ('Purchaser') of the entire issued share capital of the Company, be and are hereby approved (copies of such Documents having been supplied to the sole member of the Company prior to the signing of this Written Resolution) (subject to such changes as the Company's directors, in their absolute discretion, think fit).'
3. 'That, notwithstanding any provisions of the Company's memorandum and articles of association or any personal interest of any of the Company's directors, the Company's



directors and/or secretary be and are hereby empowered, authorised and directed to execute and deliver the Documents for the Company (in such manner and subject to such changes as they, in their absolute discretion, think fit).'

4. 'That, notwithstanding that the execution by the Company of the Documents and the performance of its obligations thereunder would constitute the giving by the Company of financial assistance within sections 151-158 of the Act, the giving of financial assistance by the Company in the form and on the terms set out in Form 155(6)a (including the auditors' report attached thereto) (a copy of which having been supplied to the sole member of the Company prior to the signing of this Written Resolution) be and is hereby approved.'



.....
CAROLINE WOOD a duly authorised signatory

of the Co-operative Group (CWS) Limited

8271

Date: 22nd February 2006

Appendix 1

The Documents

1. a recourse invoice discounting agreement to be entered into on or about the date hereof between (1) the Company and (2) Bibby Invoice Discounting Limited ((together with its successors and assigns) (**'Bibby'**) (**'Facility Agreement'**) for the provision of a receivables finance facility (**'Facility'**)
2. a debenture to be entered into on or about the date hereof and made between (1) the Company and (2) Bibby Financial Services Limited as security trustee (the **'Security Trustee'**) (**'Debenture'**);
3. a composite guarantee and debenture to be entered into between (1) the Company (2) the Purchaser and (3) the Vendor (**'Vendor Security'**);
4. an intercreditor deed to be entered into on or about the date hereof and made between (1) the Security Trustee (2) the Vendor and (3) the Company (**'Intercreditor Deed'**);
5. an intra group loan agreement to be entered into between (1) the Purchaser, and (2) the Company (**'Intra Group Loan Agreement'**);
6. a transfer of the property known as 63 Alexandra Road, Southampton, registered under title number HP617367 (the **'Southampton Property'**) between the Company and the Purchaser (**'Southampton Transfer'**);
7. a transfer of the property known as Land at the Mint, Moor View, Leeds, registered under title number WYK734756 (the **'Leeds Property'**) between the Company and the Purchaser (**'Leeds Transfer'**).