

THE COMPANIES ACTS 1985 AND 1989

PUBLIC COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS of
BSI INSPECTORATE HOLDINGS PLC
(the "**Company**")

Passed on 13 October 2005

The following written resolutions of the sole member of the Company were passed pursuant to Regulation 53 of Table A 1985 which applies to the Company.

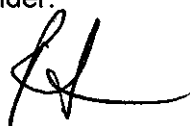
THAT the Articles of Association of the Company be and are hereby amended by the addition of the following as new Articles:

"Transfer of shares

18. Nothing in these Articles shall apply to restrict a transfer of shares, which are the subject of a mortgage, charge or other security interest ("**Share Charge**") provided by the holder of such shares in favour of a security holder, whether the transfer be to any security holder or to such other person as any security holder directs on enforcement of its Share Charge."

THAT, notwithstanding any personal interest of the directors (as declared), the entering into by the Company of each of the following documents be and it is hereby approved:

- (a) an accession letter (the "**Accession Letter**") by the Company as a guarantor to a senior multicurrency term and multicurrency revolving credit facilities agreement (the "**Facilities Agreement**") dated 6 October 2005 made between inter alios (1) Inspicio Holdings Limited (the "**Borrower**"), (2) Inspicio plc as the Parent (the "**Parent**"), (3) the Original Borrowers (as defined in the Facilities Agreement), (4) the Original Guarantors (as defined in the Facilities Agreement) and (5) HSBC Bank plc (the "**Lender**"); and
- (b) a deed of accession (the "**Deed of Accession**") by the Company to a debenture creating fixed and floating charges over all the assets of each of the Borrower and the Parent dated 6 October 2005 made by the Borrower and the Parent in favour of the Lender.



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Director/Secretary



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COMPANIES HOUSE 10/11/2005