Company No: 2823715

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

COMSTACK LIMITED (the "Company")

We, the undersigned, being the sole member of the Company entitled to receive notice of, attend and vote at general meetings of the Company hereby, pursuant to Article 4.5 of the Articles of Association of the Company, pass the following special resolutions and agree that they shall have effect as if passed at a general meeting of the company duly convened and held:

Special resolutions

1. **THAT** the grant by the Company of a guarantee in favour of HSBC Bank Plc as facility agent pursuant to the terms of a credit facility agreement (the **"Credit Facility Agreement"**) to be entered into between (1) First Technology PLC as the company (the **"Parent"**), (2) the Parent and certain subsidiaries of the Parent listed in Schedule 1 (Original Parties) thereto as original borrowers, (3) the Parent and certain subsidiaries of the Parent listed in Schedule 1 (Original Parties) thereto are original guarantors (4) HSBC Bank plc and The Royal Bank of Scotland plc as arrangers, (5) the financial institutions listed in Schedule 1 (Original Parties) thereto as original lenders and (6) HSBC Bank plc as facility agent be and is hereby approved.

2. **THAT** the entry by the Company into the Credit Facility Agreement and any other document(s) considered necessary or expedient in connection with the Credit Facility Agreement or otherwise required to be executed by the Company in connection with the transactions contemplated thereby be and is hereby approved.

3. **THAT** the directors of the Company provide for the execution on behalf of the Company of the Credit Facility Agreement and any other document(s) required in connection therewith, with such amendments as the persons authorised to execute the same may in their absolute discretion approve.

Date: 5 May 2004

John Shepherd
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for and on behalf of
City Technology Holdings Limited