



PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

A LONGWORTH & SONS LIMITED

("the Company")

24th January 2011 CIRCULATION DATE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that Resolutions 1 and 2 below be passed as special resolutions ("the **Special Resolutions**")

SPECIAL RESOLUTIONS

1. Approval of financing arrangements

That, in the context of the proposed transaction (the "**Acquisition**") by A Longworth Holdings Limited (the "**Buyer**") for the purchase of the entire issued share capital of the Company from Oswald Lawrence Boardman and Janice Roden (the "**Sellers**"), the following documents/arrangements (and the performance by the Company of its obligations thereunder as the case may be) be and they are approved, and that any Director or any two Directors be and is or are hereby authorised and directed notwithstanding any provisions of the Company's Memorandum and Articles of Association or any personal interest, in relation to documents, to enter into and/or execute on behalf of the Company such documents with such amendments as he or they in his or their absolute and unfettered discretion shall think fit and, in relation to the funding and security arrangements, to effect and complete the same as he or they in his or their absolute and unfettered discretion shall think fit

- (a) a facility agreement pursuant to which National Westminster Bank plc ("the **Bank**") will provide an overdraft to the Company in the maximum aggregate amount of £125,000 to meet the Company's working capital requirements ("**Working Capital Facility**"),
- (b) a form of unlimited inter company composite guarantee to be entered into by the Buyer and the Company pursuant to which each company would guarantee the other's liabilities to the Bank,
- (c) a form of deed of subordination to be entered into by (1) the Bank, (2) the Buyer, (3) the Company, (4) and Oswald Lawrence Boardman , and

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- (d) an intra-group loan agreement pursuant to which the Company will upon the terms and conditions thereof agree to make funds available to the Buyer to enable it to, inter alia, to also meet any other obligations due under or in connection with the Acquisition,

the above documents being referred to as "the Documents"

2. Approval of financial assistance

That the giving, by the Company, of financial assistance to the Buyer for the purposes of the Acquisition by the entry into by the directors of the Documents, be and is hereby approved

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions

We, the undersigned, being all members entitled to vote on the Resolutions on 24 January 2011, hereby irrevocably agree to the Resolutions

Signed by Oswald Lawrence Boardman



Date

24/1/2011

Signed by Janice Roden



Date

24/1/2011

Company Number: 00254125

NOTES

1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

- **By Hand** delivering the signed copy to the Company's registered office
- **Post** returning the signed copy by post to the Company's registered office

If you do not agree to the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement

3 Unless, by the date falling 28 days after the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date

4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the Register of Members

5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document