

LAMBERT HOWARTH LIMITED

(Company No: 00486101)

(the "Company")

WRITTEN RESOLUTIONS

We, the undersigned, being the members of the Company entitled to attend and vote at any general meeting of the Company in accordance the Company's articles of association resolve pursuant to section 381A of the Companies Act 1985 that the following resolutions be passed as written resolutions of the Company having effect as special resolutions:

- 1 that the terms of and transactions contemplated by the documents set out below (as the same may be amended, varied, supplemented or waived from time to time) ("**Documents**") which the Company is proposing to enter into with Landsbanki Commercial Finance, a division of Landsbanki Islands h.f. ("**LCF**") in connection with the refinancing of certain of the Parent's (as defined below) and certain of its Subsidiaries (including the Company's) existing credit facilities and the provision of certain additional working capital and medium term facilities to the Parent and certain of its Subsidiaries (including the Company) be and are hereby approved:
 - 1.1 a credit facilities agreement between (1) Lambert Howarth Group plc (the "**Parent**"), (2) the Company and others (the "**Clients**"), (3) the Company and others (the "**Original Guarantors**") and (4) LCF (the "**Facilities Agreement**") pursuant to which LCF will make available to the Parent a term loan facility and will make available to the Clients certain invoice discounting, guarantee and letters of credit, revolving cash advance against inventory and forex facilities;
 - 1.2 a debt purchase agreement ("**Debt Purchase Agreement**") between (1) the Company and (2) LCF pursuant to which the Company will sell and LCF will purchase certain Debts (as defined in the Debt Purchase Agreement) of the Company on the terms set out therein;
 - 1.3 an intercreditor deed ("**Intercreditor Deed**") between (1) the Company and others, (2) LCF and (3) James Howarth and others as the trustees of the Lambert Howarth Retirement Benefit Scheme (the "**Pension Trustees**") pursuant to which, among other things, the priority of certain security held by LCF and the Pension Trustees will be regulated; and
 - 1.4 a letter of pledge (the "**Letter of Pledge**") between (1) the Company and (2) LCF pursuant to which the Company will give pledges over certain goods in transit and documents of title thereto to LCF;
 - 1.5 a master agreement (the "**Master Agreement**") to be executed by the Company in favour of Landsbanki Islands hf governing certain forex and other transactions that may be entered into by the Company and Landsbanki Islands hf; and
 - 1.6 a debenture ("**Debenture**") to be granted by the Company in favour of LCF, pursuant to which the Company will grant to LCF fixed and floating charges over all of its undertaking, property and assets.



- 2 That the execution, delivery and performance of the Documents will be for the benefit of and in the best interests of the Company for the purpose of carrying on its business and that there is full and fair consideration to the Company for the obligations it is undertaking in respect of the same.
- 3 That notwithstanding any personal interest, the board of directors and each Director of the Company and the Company Secretary be and is hereby specifically authorised, empowered and directed in the name of and on behalf of the Company to:
- 3.1 execute and deliver the Documents to which the Company is party in the form provided to the members of the Company at the date of this resolution or with such amendments as they shall in their discretion approve;
- 3.2 in the case of any Documents to which the Company is party required to be executed as a deed, any two Directors or any Director and the Secretary of the Company are authorised to execute the relevant Document in its final form as a deed on behalf of the Company, and to deliver it to the other parties to the relevant Document; and
- 3.3 enter into such documentation and to take such action as they decide is required in connection with or pursuant to or in relation to the matters referred to above.

We confirm that copies of the Documents have been supplied to us at or before the time at which this document was supplied to us for signature.

Signed by, or by duly authorised representatives on behalf of, all the members of the Company who as at the date of these resolutions would be entitled to attend and vote at a general meeting of the Company had the resolutions been put to such a meeting.

Signed:

For and on behalf of Lambert Howarth Group PLC

Dated: 29 November 2006

Signed:

For and on behalf of Lambert Howarth Group PLC and for and on behalf of Mr J C Howarth

Dated: 29 November 2006