

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**JACKSON LLOYD LIMITED**

("Company")

Written resolutions of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 ("Act") proposed by the directors of the Company, as ordinary and special resolutions as detailed below

**ORDINARY RESOLUTIONS**

- 1 **That**, the authorised share capital of the Company be increased from £54,645 to £3,504,645 by the creation of 3,450,000 new ordinary shares of £1 each in the capital of the Company ranking pari passu in all respects with the existing ordinary shares of £1 each in the capital of the Company in issue
- 2 **That**, subject to the passing of resolution 1 above, pursuant to section 80 of the Act and in addition to all existing authorities under that section, the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 80 of the Act) up to a maximum amount of £3,450,000 provided that (unless previously revoked, varied or renewed) this authority shall expire on the fifth anniversary of the date of this resolution

**SPECIAL RESOLUTION**

- 3 **That**, subject to the passing of resolutions 1 and 2 above, the directors be empowered pursuant to section 95(2) of the Companies Act 1985 ("1985 Act") to allot 3,450,000 ordinary shares of £1 each (being equity securities within the meaning of section 94 of the 1985 Act) for cash pursuant to the authority conferred by resolution 2 above as if section 89(1) of the



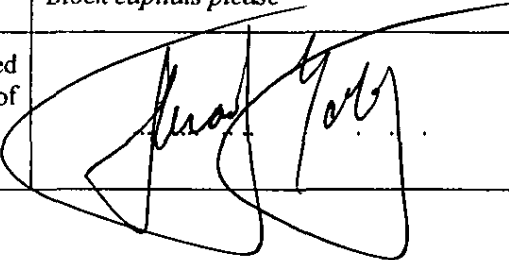
1985 Act did not apply to such allotment provided that such power shall expire on the fifth anniversary of the date of this resolution

**Circulation date:** 22 November 2007

**Registered office:** Unit 2 Paddock Road, Skelmersdale, Lancashire WN8 9PL

**Agreement to written resolutions**

We, the undersigned, being the sole member entitled to vote on the above resolutions, irrevocably agree to such resolutions

Name of corporate member	JACKSON LLOYD GROUP LIMITED <i>Block capitals please</i>	
Name and position of signatory	STUART YATES - DIRECTOR <i>Block capitals please</i>	
Signed by authorised person on behalf of corporate member		
		Dated 22 November 2007