

Company Registration Number 01179371

THE COMPANIES ACT 1985 TO 2006

A PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

OF

A F SWITCHGEAR LIMITED  
(the "Company")

FRIDAY



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COMPANIES HOUSE

Circulation Date 15<sup>th</sup> August 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that

- resolutions 1 and 2 below are passed as special resolutions (**together Special Resolutions**), and
- resolution 3 below is passed as an ordinary resolution (**Ordinary Resolution**)

SPECIAL RESOLUTIONS

1 "That the objects of the Company as set out in clause 3 of its Memorandum of Association be amended as follows -

1 1 by the deletion of the existing clause 3(m) and the insertion, in substitution therefor, of the following new paragraph as clause 3(m) -

"to borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital, and also by any similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or company of any obligation undertaken by the Company or any other person, firm or company as the case may be ", and

- 1 2 by the addition of the following new paragraph as paragraph 3(x) at the end of clause 3(w)

"Except insofar as prohibited by Section 151 of the Companies Act 1985, to give directly or indirectly whether with or without the Company receiving any consideration or advantage and whether or not in furtherance of the attainment of any other object of the Company, financial assistance of any kind (including but not limited to financial assistance within the meaning of Section 152(1) of the Companies Act 1985) to any person or company in any manner on any terms and for any purposes whatsoever "

- 2 "That in connection with the acquisition of certain of the issued share capital of the Company by A F Switchgear (Holdings) Limited (Company Registration Number 06314356) (the "**Purchaser**") payment of the consideration therein herein and

2 1 subsequent transfer (the "**Transfer**") of the freehold interest of premises at Nunn Brook Road, Huthwaite, Sutton in Ashfield NG17 2HU by the Company to the Purchaser and the charging of the same by the Purchaser to HSBC Bank plc and further to Henry William Foster, and

2 2 a composite unlimited guarantee (the "**Bank Guarantee**") in favour of HSBC Bank plc (the "**Bank**") to be executed by the Company and the Purchaser pursuant to which the Company and the Purchaser would each jointly and severally guarantee to pay to the Bank on written demand all money and liabilities whatever, whenever and however incurred whether now or in the future due, or become due, from the other to the Bank.

2 3 in accordance with Section 155(4) of the Act, the Company be and is hereby authorised to give the financial assistance details of which are set out in the statutory declaration (Form 155(6)(a)) sworn by the directors of the Company on the date of this written resolution, which statutory declaration, together with the auditors' report required to be annexed thereto, is attached "

### ORDINARY RESOLUTION

- 3 "That the Company be and is authorised to execute, deliver and perform all its obligations under, each of the following -


- (a) the Transfer,
- (b) the Bank Guarantee "

### AGREEMENT

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

The undersigned, being the person entitled to vote on the above resolution on  
*15<sup>th</sup> August 2008*, hereby irrevocably agrees to the Resolutions

Signed by  
**A.F. SWITCHGEAR (HOLDINGS) LIMITED**

  
Director

Date

*15<sup>th</sup> August 2008*

## NOTES

1 You can choose to agree to the all of the Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of 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 John Robert Bosworth at A F Switchgear Limited, Nunn Brook Road, Sutton-In-Ashfield, Nottinghamshire, NG17 2HU
- **Post** returning the signed copy by post to John Robert Bosworth at A F Switchgear Limited, Nunn Brook Road, Sutton-In-Ashfield, Nottinghamshire, NG17 2HU

If you do not agree to all of 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 *11<sup>th</sup> September 2008* sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date