

COMPANY NO. 01316397

DONCASTERS MIDDLE EAST LIMITED

(the *Company*)

WRITTEN MEMBERS' RESOLUTION

In accordance with section 381A of the Companies Act 1985 (the *Act*), WE, being all the members of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, **CONFIRM** that we have been supplied with the statutory declarations made in compliance with section 155(6) of the Act by the directors of the Company together with the auditors' statutory reports annexed thereto, and **AGREE** that the following resolutions shall have effect as if passed by the Company in general meeting as special resolutions and accordingly WE **RESOLVE**:

1. **THAT** the provision by the Company of financial assistance (within the meaning of sections 151 and 152 of the Act) for the acquisition of ordinary shares in Doncasters Group Limited by giving of guarantees and security and other forms of financial assistance more fully described in the statutory declarations to be executed by the directors of the Company on or about the date written below, be approved and authorised with immediate effect;
2. **THAT** the provision by the Company of financial assistance (within the meaning of sections 151 and 152 of the Act) for the purpose of reducing or discharging the liability incurred in 2001 in connection with the acquisition by RCG Holdings Limited of Doncasters Limited by giving guarantees and security and other forms of financial assistance as more fully described in the statutory declarations executed by the directors of the Company on or about the date written below, be approved and authorised with immediate effect; and
3. **THAT** the directors of the Company be and hereby are empowered, authorised and directed to execute the Agreements (as defined in Schedule 1 hereto) in the form approved by a meeting of the board of directors held on or about the date written below.

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For and on behalf of
Daniel Doncaster & Sons Limited

.....
For and on behalf of
Doncasters Limited

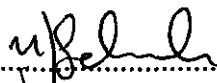
Date: 21/5/06

Date: 21/5/06



Notice to members

A copy of this resolution has been sent to the Company's auditors, PricewaterhouseCoopers, pursuant to s381B Companies Act 1985.


.....
Director/Secretary

We, being the auditors of the Company, confirm that we have received a copy of this resolution

PricewaterhouseCoopers LLP

.....

Date:

Notice to members

A copy of this resolution has been sent to the Company's auditors, PricewaterhouseCoopers, pursuant to s381B Companies Act 1985.


.....
Director/Secretary

We, being the auditors of the Company, confirm that we have received a copy of this resolution

PricewaterhouseCoopers LLP

 - PwC
.....

Date: 2/5/06
.....

SCHEDULE 1

THE DOCUMENTS:

- (a) the terms of a £367,000,000 Senior Facilities Agreement dated 17 February 2006 and made between, *inter alios*, Dundee Holdco Limited (as the Parent), the companies listed therein as Original Borrowers and Original Guarantors, the financial institutions listed therein as Original Lenders, Bayerische Hypo- und Vereinsbank AG, London Branch, The Royal Bank of Scotland plc and Allied Irish Banks p.l.c. (as Joint Mandated Lead Arrangers) and The Royal Bank of Scotland plc (as Facility Agent, Security Agent and Issuing Bank) (the **Senior Facilities Agreement**) under which the Company will grant guarantees and indemnities to the Senior Finance Parties (each term as defined in the Senior Facilities Agreement);
- (b) the terms of the accession letter to be entered into by the Company on or about the Closing Date pursuant to Clause 31.4 (*Additional Guarantors*) and Schedule 2 Part 3 (*Conditions Precedent required to be delivered by an Additional Obligor*) of the Senior Facilities Agreement (the **Senior Accession Letter**) under which the Company will grant guarantees and indemnities to the Senior Finance Parties (each term as defined in the Senior Facilities Agreement);
- (c) the terms of a £124,000,000 Mezzanine Facility Agreement dated 17 February 2006 and made between, *inter alios*, Dundee Holdco Limited as Parent, Dundee Holdco 3 Limited (as the Borrower), the companies listed therein as Original Guarantors, the financial institutions listed therein as Original Mezzanine Lenders, The Royal Bank of Scotland plc, Bayerische Hypo- und Vereinsbank AG, London Branch and Allied Irish Banks p.l.c. as Mezzanine Arrangers and The Royal Bank of Scotland plc (as Mezzanine Facility Agent and Security Agent) (the **Mezzanine Facility Agreement**) under which the Company will grant guarantees and indemnities to the Mezzanine Finance Parties (each term as defined in the Mezzanine Facility Agreement);
- (d) the terms of the accession letter to be entered into by the Company on or about the Closing Date pursuant to Clause 26.2 (*Additional Guarantors*) and Schedule 2 Part 3 (*Conditions precedent required to be delivered by an Additional Guarantor*) of the Mezzanine Facility Agreement (the **Mezzanine Accession Letter**) under which the Company will grant guarantees and indemnities to the Mezzanine Finance Parties (each term as defined in the Mezzanine Facility Agreement) (the Mezzanine Accession Letter together with the Senior Accession Letter, the **Accession Letters**);
- (e) the terms of the intercreditor deed to be entered into on or about the Closing Date and made between, *inter alios*, Dundee Holdco Limited, Dundee Holdco 2 Limited, the Original Borrowers, Original Guarantors, Senior Lenders, Mezzanine Lenders and Intra-Group Creditors as listed therein, the Senior

Agent, Mezzanine Agent, Security Agent and Hedging Banks (upon accession) and certain others (the *Intercreditor Deed*) whereby the Company enters into priority and subordination arrangements;

- (f) the terms of the English law debenture to be entered into by the Company on or about the Closing Date pursuant to the terms of the Senior Facilities Agreement and the Mezzanine Facility Agreement (together the *Facility Agreements*) in favour of The Royal Bank of Scotland plc as Security Agent (the *Debenture*) under which the Company will grant fixed and floating charges over all its assets and undertakings present and future by way of security for its obligations under the Facility Agreements;
- (g) the terms of certain interest rate hedging agreements (including without limitation any ISDA Master Agreements and related confirmations) to be entered into by Doncasters Group Limited and/or certain other group companies under the Facility Agreements including the Company to the extent that the Company is a party (the *Hedging Agreements*);
- (h) the terms of the company intra-group loan agreement between Dundee Holdco 4 Limited and Dundee Holdco 3 Limited as borrowers and the Company and certain other group companies as lenders pursuant to which those group companies have or will make available a facility to Dundee Holdco 4 Limited and Dundee Holdco 3 Limited to enable them to service their obligations under the Facility Agreements (the *Company Intra-Group Loan Agreement*), (together with the Facility Agreements, the Accession Letters, the Intercreditor Deed, the Debenture and the Hedging Agreements the *Agreements*),

and by the performance of any other acts (including, without limitation, the payment of the fees to professionals, third parties and others in connection with the Acquisition) or the execution of any other documents (as the same shall be amended, supplemented, novated and/or replaced from time to time) ancillary or otherwise relating to the Agreements.