

Companies Act 1985
Company Limited by Shares
B & C Glass Limited
Company Number 1601962

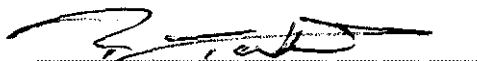
Special Resolution passed on Thursday the 4th day of January 2001

At an Extraordinary General Meeting of the Company held on Thursday day the 4th day of January 2001 the following resolution was passed as a Special Resolution:

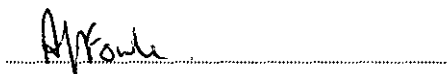
THAT

the contract proposed to be made between the Company and Derek Bradnam and Sandra Bradnam for the purchase of 76 shares of £1 each in the Company the terms of which are set out in the draft agreement produced to this meeting and initialled for the purposes of identification by the Chairman and it is hereby authorised; and that

1. the directors be authorised and requested to procure the Company to enter into a contract in the terms of the draft agreement and to complete it forthwith; and
2. the shares which the Company shall have power to issue in place of the shares to be purchased by virtue of the Companies Act 1985 section 160(5) shall be 76 ordinary shares of £1 each



Director



Secretary



THIS AGREEMENT is made the

day of

2000

BETWEEN

- (1) B & C Glass Limited whose registered office is at Sumpter House, 8 Station Road, Histon, Cambridge CB4 4LQ ("the Company")

AND

- (2) Sandra Bradnam of the same address ("the Secretary") as trustee for all the assenting shareholders

WHEREAS

- (1) The issued share capital of the Company is £100 divided into 100 fully paid ordinary shares of £1 each
- (2) The Company in exercise of the powers conferred by the Companies Act 1985 sections 162 and 165 proposes to purchase those of its issued ordinary shares which the assenting ordinary shareholders shall notify to the Company a desire to sell in accordance with the provisions of this agreement
- (3) At an Extraordinary General Meeting of the Company on the 4th day of January 2001 a draft of this agreement was approved by special resolution
- (4) The Secretary has agreed to enter into this agreement as trustee for the Assenting Shareholders
- (5) This agreement is conditional upon the Company receiving from the Inland Revenue clearance under the Income and Corporation Taxes Act 1988 Section 219(1)(A)

NOW IT IS AGREED as follows:

1. Definitions

In this agreement:

- 1.1 "Assent Shares" means the ordinary shares of the Company as set out in the sale notice attached to this agreement.
- 1.2 "Assenting Shareholder" means the holder or joint holder of any Assent Shares.
- 1.3 "Sale Notice" means the notice set out in the schedule.
- 1.4 "the Prescribed Price" means the price per share described in clause 2 of this agreement.

2. Company Covenants

- 2.1 The Company covenants with the Secretary as trustee for the Assenting Shareholders that it will purchase all the Assent Shares at the price of £700 per share subject to the provisions of clause 2.2.
- 2.2 The Company shall not purchase more than 76 shares in aggregate.

3. Purchase of Assent Shares

Each purchase of the Assent Shares shall be made under the terms that the Assent Shares shall not confer the right to participate in any distribution allotment of new shares or other advantage made or given by the Company or its directors after the 18th December 2000.

4. Payment for Assent Shares

The Prescribed Price for the Assent Shares purchased by the Company shall be made by the company by CHAPS payment into the accounts of the Assenting Shareholders on the date of the completion of this contract.

5. Cancellation of Assent Shares

Each holding of the Assent Shares purchased by the Company shall be cancelled by the Company on the date of the making of the CHAPS payment for the purchase of the Assent Shares and the making of such CHAPS payment shall be a good discharge to the Company for the Prescribed Price for such shares.

6. Conditional Upon Inland Revenue Approval

This agreement is binding upon both parties once executed subject to clearance being received under Section 219(1)(a) of the Income and Corporation Taxes Act 1988.

SCHEDULE

Sale Notice

1. I Derek Bradnam agree to sell to B & C Glass Limited ("the Company") for cancellation at the price of £700 per share 52 of my ordinary shares of my capital in the Company.
2. I Sandra Bradnam agree to sell to B & C Glass Limited ("the Company") for cancellation at the price of £700 per share 24 of my ordinary shares of my capital in the Company.
3. We enclose the share certificates in respect of the shares specified above and undertake to execute any further documents which may be reasonably required for the completion of such sale.
4. We request and direct the Company to send by CHAPS payment for the purchase money and payment shall satisfy and discharge the obligations of the Company to make such payment.

Signed on behalf of
the Company

Signed on behalf of
Assenting Shareholders