

Company No. 02104321

THE COMPANIES ACT 2006
RESOLUTION IN WRITING
OF

FRIDAY



A47 05/09/2008 108
COMPANIES HOUSE

MILLS MANUFACTURING TECHNOLOGY HOLDINGS LIMITED

(the "Company")

Passed on the 29 day of August 2008

Circulated to the sole member on the 29 day of August 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 below is passed as a special resolution ("Special Resolution")

SPECIAL RESOLUTION

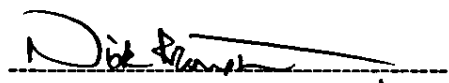
		For	Against
1	THAT , notwithstanding that		
1 1	the proposed entry into by the Company of		
1 1 1	an intercreditor agreement to be made between inter alia, (1) Barclays Bank PLC (the " Bank "), (2) Mills CNC Group Limited (Company Number 6655470) (the " Buyer "), (3) the Company and (4) Infraplan Limited (Company Number 03523804), Mills Manufacturing Group Limited (Company Number 5852216), Mills Manufacturing Technology Limited (Company Number 01156673) and Mills CNC Finance Limited (Company Number 01479073), (together the " Subsidiaries ") (5) Michael Jenkins as security Trustee (the " Security Trustee ") and (6) Michael Jenkins and Donna Jenkins as trustees of the Jenkins 2008 Settlement (the " Trustees ") regulating the subordination of payments due and, where applicable, the enforcement of security by the parties thereto (the Buyer, the Company and the Subsidiaries shall be referred to as the " Group "),	X	
1 1 2	an unlimited corporate cross guarantee to be executed by, inter alia, the Company in favour of the Bank,		
1 1 3	an intra-group loan agreement to be made between the Company, the Subsidiaries and the Buyer,		
1 1 4	a multi option facility letter to be made between inter alia entered into (1) the Bank and (2) the		

	Group which sets out the terms on which the Bank would provide various finance facilities to the Group,		
1 1 5	a working capital facility letter to be made between inter alia entered into (1) the Bank, (2) the Group which sets out the terms on which the Bank would provide working capital facilities to the Group,		
1 1 6	a composite accounting system master agreement to be made between inter alia entered into (1) the Bank, (2) the Group,		
1 1 7	an unlimited cross guarantee to be executed by each Group Company in favour of the Bank in respect of the CAS Master Agreement) (the " CAS Guarantee "),		
1 1 8	the debenture granted by the Company in favour of the Security Trustee in respect of the Loan Notes and the Trustee Guarantee on or around the date hereof (the " Trustee Debenture "),		
1 1 9	the unlimited corporate cross guarantee entered into by each of the Group Companies in favour of the Security Trustee in respect of the loan notes issued by the Buyer to the Trustees and the Trustee Debenture on or around the date hereof (the " Trustee Guarantee ")		
	(the above documents, together the " Documents " and each a " Document ")		
	would constitute financial assistance within the meaning of Sections 151 to 158 (inclusive) of the Companies Act 1985 (details of which are set out in the statutory declarations Form 155(6)(a) and 155(6)b and auditors report, copies of which have been supplied to the member of the Company at or before the time at which this written resolution was supplied to each member of the Company for signing), the giving of such financial assistance by the entry into by the Company of the Documents, being in the best interests of the Company, be and is hereby approved		

AGREEMENT

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

The undersigned, being the persons entitled to vote on the above Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution as indicated above



INFRAPLAN LIMITED