

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

POWERPLAN SYSTEMS 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 special resolutions as detailed below

SPECIAL RESOLUTIONS

- 1 That the provisions of the documents listed in the appendix attached to this written resolution ("**Documents**"), which the Company is proposing to enter into in connection with
  - 1 1 the acquisition of the entire issued share capital of the Company's ultimate holding company Mirrorgrill Limited (CRN 6544798) ("**Target**") by Hamsard 3120 Limited (CRN 6539963) ("**Purchaser**") ("**Acquisition**"),
  - 1 2 the reducing or discharging of a liability incurred in connection with the acquisition of the entire issued share capital of Cables Holdings Limited (CRN 05586100) by the Target from Rubicon Partners Industries LLP pursuant to a share sale agreement dated 4 April 2008, and
  - 1 3 the reducing or discharging of a liability incurred in connection with the acquisition of the entire issued share capital of the Company's immediate holding company CMD Limited (CRN 02290387) by Cables Holdings Limited (CRN 05586100) pursuant to a share sale agreement dated on or about 18 January 2006,be and are hereby approved (copies of such Documents having been supplied to the members of the Company prior to the signing of this written resolution), subject to such changes as the Company's directors, in their absolute discretion, think fit
- 2 That the entering into of the Documents and the performance of the obligations thereunder are in the best interests of the Company
- 3 That the giving of financial assistance (within the meaning of section 152 of the Companies Act 1985) by the Company to the Purchaser taking the form and having the principal terms described in the statutory declaration in forms 155(6)a of today's date (copies of which have been supplied to each member of the Company) together with auditors' reports required to be annexed to them by section 155(6) of the Companies Act 1985 and complying with section 156 of the Companies Act 1985 be and is approved for the purposes of section 155(4) of the Companies Act 1985
- 4 That the execution of, and the subsequent exercise of rights under, the Documents by the Company be approved
- 5 That, notwithstanding any provisions of the Company's memorandum and articles of association nor that the Company might be held to be giving financial assistance for the

purposes of sections 151 and 152 of the Companies Act 1985 or any personal interest of any of the Company's directors, the Company's directors and/or secretary be and are hereby empowered, authorised and directed to execute and deliver the Documents for the Company in such manner and subject to such changes as they, in their absolute discretion, think fit

- 6 That the Articles of Association of the Company be and are hereby altered by re-classifying the existing Article 14 as Article 14 1 and adding the following as Article 14 2

"Notwithstanding any other provision of these Articles of Association, the directors may not at any time decline to register or delay in registering any transfer of any share (a) to any bank or institution to whom such shares have been charged or mortgaged (or by or in favour of any nominee of such bank or institution) (a "**Permitted Transferee**") or (b) by a Permitted Transferee to any person who receives any of such shares as a result of any enforcement (whether in whole or in part) of any security referred to in (a) above "

Circulation date: 2 JUNE 2008

Registered office: Sycamore Road, Eastwood Trading Estate, Rotherham, South Yorkshire S65 1EN

### Agreement to written resolutions

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

*For corporate member*

Name of corporate member	CMD LIMITED <i>Block capitals please</i>	
Name and position of signatory	<i>R COOPER</i> DIRECTOR <i>Block capitals please</i>	
Signed by authorised person on behalf of corporate member	<i>R Cooper</i>	

Dated ✓ 2 JUNE 2008

## APPENDIX TO WRITTEN RESOLUTIONS OF POWERPLAN SYSTEMS LIMITED

(Company Number: 02794023)

- 1 The entry into by the Company of the following documents
  - 1 1 a facility agreement to be entered into between (1) the Purchaser, (2) the Original Guarantors and (3) The Royal Bank of Scotland plc ("**Bank**") ("**Facility Agreement**") containing a guarantee to be given by the Original Guarantors in favour of the Bank,
  - 1 2 a working capital facility letter to be entered into between (1) Cables Holdings Limited, Form Fittings Limited, DPG Limited, CMD Limited, the Company and (2) the Bank ("**Working Capital Facility Letter**"),
  - 1 3 a debenture to be entered into between (1) the Company and (2) the Bank ("**Debenture**"),
  - 1 4 an intra-group loan agreement to be entered into by (1) the Purchaser (as borrower) and (2) the Company and other Original Guarantors (as lenders) ("**Intra-Group Loan Agreement**"),
  - 1 5 a composite guarantee to be entered into between (1) the Purchaser, (2) the Original Guarantors and (3) the Bank