

Company No 03024231

**WRITTEN RESOLUTIONS**

of

**Ellis & Everard (UK Holdings) Limited (the "Company")**

**A PRIVATE COMPANY LIMITED BY SHARES**

**CIRCULATION DATE: 10 October 2007**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (the "Resolutions")

**SPECIAL RESOLUTIONS**

1 THAT the Company enters into.

- (a) a credit agreement between, among others, Ulixes Acquisition, B V., Univar Inc., Univar UK Limited, Bank of America, N.A. as Administrative Agent, Deutsche Bank AG New York Branch as Syndication Agent and Banc of America Securities LLC and Deutsche Bank Securities Inc as Joint Lead Arrangers and Joint Bookrunners (the "Credit Agreement"),
- (b) a debenture between the Company and the other companies listed therein and Bank of America, N.A. as Collateral Agent whereby the Company agrees to grant, among other things, fixed and floating charges over its assets in security for the Secured Obligations (as defined therein);
- (c) a guarantee between the Company and the other companies listed therein and Bank of America, N.A. as Collateral Agent and Administrative Agent whereby the Company agree to, among other things, guarantee certain of the obligations under the Credit Documents,
- (d) as security trust deed between, among others, Bank of America, N.A. as Security Trustee and Administrative Agent and Univar UK Limited whereby the Security Trustee (as defined therein) agreed to hold the Transaction Security (as defined therein) on the terms set out therein; and
- (e) any further documents, deeds, instruments, agreements, powers of attorney, notices, acknowledgments, agreements, memoranda, statements, certificates as may be ancillary, necessary, required or requested in connection with the documents listed in (a) to (d) above and/or the transactions envisaged thereby,

(together hereinafter being referred to as the "Documents")

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- 2 THAT the terms of, and the transactions contemplated by the Documents be approved and that the execution, delivery and performance by the Company of each of the Documents, including all other documents and notices signed, executed, delivered or performed in connection with the Documents, with such amendments as any authorized signatory of the Company may in his or their sole discretion approve to give effect to the Documents, be and are hereby approved
- 3 THAT the Articles of Association of the Company shall be and are hereby amended by the addition of the following as new Regulations

“14 Notwithstanding anything contained in these Articles of Association

- (i) any pre-emption rights conferred on existing members by these Articles of Association or otherwise and any other restrictions on transfer of shares contained in these Articles of Association or otherwise shall not apply to; and
- (ii) the Directors shall not decline to register, nor suspend registration of,

any transfer of shares where such transfer is:

- (A) in favour of any bank, financial institution or other person (or any nominee or nominees of such a bank, financial institution or other person) to whom such shares are being transferred by way of security (whether such bank, financial institution or other person is acting as agent, trustee or otherwise), or
- (B) duly executed by any such bank, financial institution or other person (or any such nominee or nominees) to whom such shares (including any further shares in the Company acquired by reason of its holding of such shares) are to be transferred as aforesaid pursuant to a power of sale under any security document which creates any security interest over such shares; or
- (C) duly executed by a receiver appointed by a bank, financial institution or other person (or any such nominee or nominees) pursuant to any security document which creates any security interest over such shares,

Any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank, financial institution or other person or a subsidiary of a bank, financial institution or other person or which are transferred in accordance with the provisions of this Regulation. For the purposes of this Regulation, "person" includes any person, individual, firm, company, corporation, government, state or agency of a state or any undertaking (within the meaning of section 259(1) of the Companies Act 1985 (as amended)) or other association (whether or not having separate legal personality) or any two or more of the foregoing.

- 15      A meeting of the directors or of a committee of the board may consist of a conference between directors and any alternate directors who are not all in one place, but each of which is able (directly or by telephonic communication) to speak to each of the others, and to be heard by each of the others simultaneously. A director or an alternate director taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating in the conference is assembled, or, if there is no such group, where the chairman of the meeting then is. The word meeting in these articles shall be construed accordingly.”.

**AGREEMENT:**

I being an eligible member of the Company (as defined in section 289 of the Companies Act 2006) in respect of this written resolution, agree that the Resolution be so passed.

  
.....  
Signed for and on behalf of Cravenhurst Properties Limited

**IMPORTANT:**

To signify your agreement to the Resolution, you must:

- sign this document where indicated above;
- return the signed document to the Company using one of the following methods:
  - deliver it by hand or send it by post to the Company's registered office;
  - fax a copy of the signed document to the Company marked "For the attention of the Secretary"; or
  - attach a scanned copy of the signed document to an email, enter "Written Resolution" in the subject line and send it to the Company's Secretary; and
- ensure that the signed document is received by the Company no later than 28 days after the Circulation Date. If the Resolution is not passed by this date, it will lapse.

**Note:** Once given, your agreement may not be revoked.

**AGREEMENT:**

I being an eligible member of the Company (as defined in section 289 of the Companies Act 2006) in respect of this written resolution, agree that the Resolution be so passed.

  
.....  
Signed for and on behalf of Univar UK Holdings Limited

**IMPORTANT:**

To signify your agreement to the Resolution, you must:

- sign this document where indicated above;
- return the signed document to the Company using one of the following methods:
  - deliver it by hand or send it by post to the Company's registered office;
  - fax a copy of the signed document to the Company marked "For the attention of the Secretary"; or
  - attach a scanned copy of the signed document to an email, enter "Written Resolution" in the subject line and send it to the Company's Secretary; and
- ensure that the signed document is received by the Company no later than 28 days after the Circulation Date. If the Resolution is not passed by this date, it will lapse

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