

Company number 03027850

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

BRITMET TILEFORM LIMITED (the "Company")

TUESDAY



A09 *A1GS0FFF* 04/09/2012 #100
COMPANIES HOUSE

24 Aug 2012 ("Circulation Date")

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 (together "**Special Resolutions**")

SPECIAL RESOLUTIONS

- 1 **THAT** the company approves the following documents (together the "**Documents**") copies of which were supplied to us, with such amendments as any director of the Company, acting individually, may approve -
 - 1 1 a share purchase agreement proposed to be made between (1) BA Property Management Limited ("**BAL**") and Lee Darren Attley (a director of the Company) (2) Britmet Holdings Limited (the "**Parent**") and (3) the Company relating to the sale and purchase of the entire issued share capital of the Company ("**SPA**") under which amongst other things the Company guarantees the due and punctual payment by the Parent of all monies payable by the Parent to BAL under the Sale Agreement,
 - 1 2 a debenture (the "**Debenture**") under which the Company creates fixed and floating charges over the whole of its property, assets and undertaking in favour of BAL as security for all of its and the Parent's liabilities and obligations to BAL under the SPA and the Debenture,
 - 1 3 a guarantee (the "**Bank Guarantee**") under which the Company will guarantee in favour of National Westminster Bank plc ("**Bank**") the liability of the Parent to the Bank
- 2 **THAT:-**
 - 2 1 it is in the interests of the Company, to its benefit and in furtherance of its objects that the Company (i) execute and delivery the Documents and (ii) perform its obligations under the Documents, and
 - 2 2 the terms of the Documents and the execution and delivery of the Documents as deeds of the Company are hereby approved (together with any amendments thereto which any director of the Company may individually agree) and that the Company gives the guarantees and indemnities contained in the Documents and provides the security pursuant to the Debenture and entering in to the proposed transactions substantially on the terms set out in the Documents is, in each case in the best interests of the Company's business and to the Company's commercial benefit and advantage

23 Any director of the Company, acting individually, be and is hereby authorised to execute, in the presence of an witness, who attest their signature, and deliver the Documents as deeds on behalf of the Company

3 **THAT** the above resolutions shall have effect notwithstanding any provision of the Company's memorandum and articles of association

4 **THE** Company's articles of association be and are hereby amended by inserting after article 14 the following new article 15 -

"15 Notwithstanding anything contained in these articles, the directors shall promptly register any transfer of shares and may not suspend registration thereof where such transfer -

(a) is to be a person to which such shares have been charged by way of security (the "Chargee"), or

(b) to any nominee or any transferee of such a Chargee, or

(c) is delivered to the Company for registration by the Chargee or its nominee in order to perfect its security over the shares, or

(d) is executed by a Chargee or its nominee pursuant to the power of sale or other power under such security

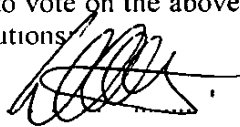
and furthermore notwithstanding anything to the contrary contained in these articles no transfer of any shares in the Company or proposed transferor of such shares to a Chargee or its nominee and no Chargee or its nominee shall be required to offer the shares which are or are to be the subject to any transfer aforesaid to the members for the time being of the Company or any of them, and no such members shall have any right under these articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not "

AGREEMENT

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

We the undersigned, being all the persons entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agree to the Special Resolutions

Signed by **LEE DARREN ATTLEY**



Date *2nd August 2012*

Signed for and on behalf of **B A
PROPERTY MANAGEMENT
LIMITED**


Director

Date *2nd August 2012*

NOTES

- 1 You can choose to agree to all of the Special Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods
 - **By Hand** delivering the signed copy to Lee Attley at 16 Stroud Close, Banbury, Oxfordshire OX16 3ZN
 - **Post:** returning the signed copy by post to Lee Attley at 16 Stroud Close, Banbury, Oxfordshire OX16 3ZN
 - **Fax:** faxing the signed copy to 01695 270536 marked "For the attention of Robert Brookes"
 - **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to RBrookes@bowerandbailey.co.uk Please enter "Britmet Written Resolutions" in the e-mail subject box

If you do not agree to all of the resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply

- 2 Once you have indicated your agreement to the resolutions, you may not revoke your agreement
- 3 Unless, by 30th September 2012 sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document