

THE COMPANIES ACT 1985 AND 1989  
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

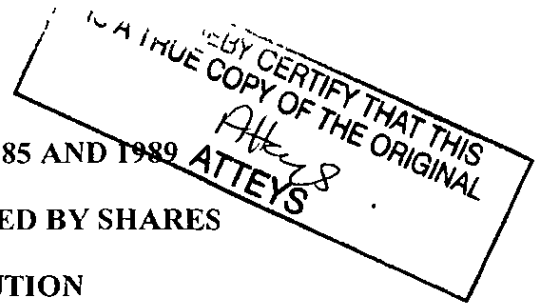
DIRECT TRADE (YORKSHIRE) LIMITED

(Company No: 3497488)

("the Company")

We, being all the members of the Company who at the date of the Resolutions are entitled to attend and vote at general meetings of the Company, hereby UNANIMOUSLY RESOLVE that the following resolutions be passed as Written Resolutions having effect as special resolutions of the Company in accordance with Section 381A Companies Act 1985 and agree that the said Resolutions shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held :-

- 1 That the Company's Memorandum of Association be and is hereby amended by the renumbering of the current paragraph 3(w) as 3(x) and the insertion of the following new object in the memorandum of association of the Company as a new paragraph 3(w) -
  - 1 1 "Subject to and in accordance with due compliance with the provisions of sections 155 to 158 (inclusive) of the Companies Act 1985 ("the Act") (if and so far as such provisions shall be applicable) to give, whether directly or indirectly, any kind of financial assistance (as defined in section 152(1)(a) of the Act) for any such purpose as is specified in section 151(1) and/or section 151(2) of the Act "
- 2 That the provisions and performance of the obligations set out in the documents listed in the appendix to this Written Resolution (**Documents**), which the Company is proposing to enter into or confirm in connection with the acquisition (**Acquisition**) by the Company of 50 Ordinary Shares of £1, be and are hereby approved (copies of such Documents having been supplied to the Company's auditors prior to the signing of this Written Resolution), (subject to such changes as the Company's Directors, in their absolute discretion, think fit)
- 3 That, notwithstanding any provisions of the Company's Memorandum and Articles of Association or any personal interest of any of the Company's Directors, the Company's Directors and/or Secretary be and are hereby authorised and directed to execute, deliver and perform the obligations set out in the Documents and give or execute any or all notices, communications or other documents on behalf of the Company pursuant to or in connection with each of the Documents for the Company (in such manner and subject to such changes as



the Company Directors, in their absolute discretion, think fit (such opinion being evidenced by the execution of such document))

- 4 That, notwithstanding that the execution by the Company of the Documents and the performance of its obligations thereunder would constitute the giving by the Company of financial assistance within section 151-158 of the Act, the giving of financial assistance by the Company (subject to and conditional upon completion of the Acquisition) in the form and on the terms set out in Form 155(6)(a) (including the auditors' report attached thereto) be and is hereby approved, subject to and conditional upon completion of the Acquisition

Dated this 16<sup>th</sup> day of October 2007

A handwritten signature in black ink, appearing to be 'S. Paul Green', written over a horizontal line.

Stephen Paul Green

A handwritten signature in black ink, appearing to be 'M. Bowley', written over a horizontal line.

Michael Bowley

## **Appendix**

### **Documents**

- 1 a Loan facility letter from NatWest Bank Plc ("the Bank") to be executed by the Company under which the Bank will provide the Company with a term loan of £250,000 to fund in part the Acquisition
- 2 a Debenture to be granted to the Bank by the Company granting the Bank fixed and floating charges over all the Company's assets and undertaking
- 3 a legal charge dated 25 February 2004 by the Company in favour of the Bank