

Company number 03502256

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS
of
VISCOSE SLEEVING LIMITED
(the "Company")

THURSDAY



A47 *ANDKCTA9* 14/04/2011 234
COMPANIES HOUSE

29 November 2010 (the "Circulation Date")

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

SPECIAL RESOLUTIONS

- 1 **THAT** article 8 (Transfer of Shares Subject to Pre-emption Rights) and article 9 (Drag Along Rights) of the Company's Articles of Association are suspended in relation to all matters and proceedings entered into by the directors of the Company for the proposed buy-back of shares by the Company from William John Cartwright, Keith Foale, Ian John Coster, Dorothy Margaret Gorman and Carol Ann Woollard
- 2 **THAT** the terms of an own share sale and purchase agreement (a copy of which is attached to these Resolutions) (the "**Purchase Contract**") insofar as they relate to the purchase by the Company of up to 20,084 ordinary shares of £1 each in the capital of the Company from Carol Ann Woollard be approved and the Company be authorised to enter into the Purchase Contract
- 3 **THAT** the terms of the Purchase Contract insofar as they relate to the purchase by the Company of up to 20,084 ordinary shares of £1 each in the capital of the Company from Dorothy Margaret Gorman be approved and the Company be authorised to enter into the Purchase Contract
- 4 **THAT** the terms of the Purchase Contract insofar as they relate to the purchase by the Company of up to 20,084 ordinary shares of £1 each in the capital of the Company from Ian John Coster be approved and the Company be authorised to enter into the Purchase Contract
- 5 **THAT** the terms of the Purchase Contract insofar as they relate to the purchase by the Company of up to 39,765 ordinary shares of £1 each in the capital of the

Company from Keith Foale be approved and the Company be authorised to enter into the Purchase Contract

- 6 THAT the terms of the Purchase Contract insofar as they relate to the purchase by the Company of up to 99,983 ordinary shares of £1 each in the capital of the Company from William John Cartwright be approved and the Company be authorised to enter into the Purchase Contract

AGREEMENT

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

The undersigned, a person entitled to vote on Resolutions 1, 2, 3, 4 and 5 on the Circulation Date, hereby irrevocably agrees to those resolutions

Signed 
William John Cartwright

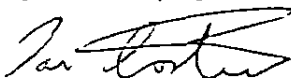
Dated 30/11/10

The undersigned, a person entitled to vote on Resolutions 1, 2, 3, 4 and 6 on the Circulation Date, hereby irrevocably agrees to those resolutions

Signed 
Keith Foale

Dated 30/11/10

The undersigned, a person entitled to vote on Resolutions 1, 2, 3, 5 and 6 on the Circulation Date, hereby irrevocably agrees to those resolutions

Signed 
Ian John Coster


Dated 30/11/10

The undersigned, a person entitled to vote on Resolutions 1, 2, 4, 5 and 6 on the Circulation Date, hereby irrevocably agrees to those resolutions

Signed 
Dorothy Margaret Gorman

Dated 30/11/10

The undersigned, a person entitled to vote on Resolutions 1, 3, 4, 5 and 6 on the Circulation Date, hereby irrevocably agrees to those resolutions

Signed 
Carol Ann Woollard

Dated 30/11/10

NOTES

- 1 If you agree with 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 Keith Foale, Viscose Sleaving Limited, Unit 1 Royce Road Business Park, Fleming Way, Crawley West Sussex, England RH10 9JY
 - **Post** returning the signed copy by post for the attention of Keith Foale to Viscose Sleaving Limited, Unit 1 Royce Road Business Park, Fleming Way, Crawley, West Sussex, England RH10 9JY

If you do not agree to 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 28 days from the Circulation Date 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 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