

Company Number: 04036325

CIRCULATION DATE (THE "CIRCULATION DATE"): 31 January 2011

**THE COMPANIES ACTS 1985 AND 2006
COMPANY LIMITED BY SHARES
WRITTEN SPECIAL RESOLUTIONS OF
ELLARD LIMITED
(THE "COMPANY")**



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In accordance with the provisions of Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that, in accordance with sections 282 and 283 of the Companies Act 2006, the following resolutions are passed as special resolutions of the Company

- 1 **THAT** the Articles of Association of the Company be amended by:
 - (a) the re-designation of article 14 of the Articles of Association as article 14 1,
 - (b) the addition of the words "Subject to article 14 2 of these Articles," at the beginning of article 14 1, and
 - (c) the insertion of the following article as article 14.2 of the Articles of Association.

"14.2 Notwithstanding anything contained in these Articles, whether expressly or impliedly contradictory to the provisions of this article 14 2 (to the effect that any provision contained in this article 14.2 shall override any other provision of these Articles), the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer

14 2.1 is to any bank, institution or other person to which such shares have been charged by way of security, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a "**Secured Institution**"),

14 2 2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, and

14.2.3 is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the directors shall forthwith register any such transfer of shares upon receipt and furthermore, and notwithstanding anything to the contrary contained in these Articles, no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the share which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under these Articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise ",
- 2 **THAT** the provisions (as the same may be amended, varied, supplemented or substituted from time to time) of the following documents referred to below which the Company has or is

proposing to enter into and grant be and are hereby approved and (notwithstanding any personal interest of any of the directors of the Company), the directors of the Company be and are hereby specifically authorised, empowered and directed in the name of and on behalf of the Company to complete and enter into such of the following documents to which the Company is or is to become a party

- (a) the omnibus guarantee and set-off agreement (the "**Omnibus Guarantee**") to be executed by Ensor Holdings plc (company number 00013944) (the "**Parent**"), the holding company of the Company, the Company and the following wholly-owned subsidiary companies of the Parent, C M S Tools Limited (company number 02598197) ("**CMS Tools**"), Ensor Building Products Limited (company number 00241566) ("**Ensor Building Products**"), SRC Limited (company number 03025097) ("**SRC**"), PPUK Limited (company number 02322105) ("**PPUK**"), OSA Door Parts Limited (company number 04267836) ("**OSA Doors**"), Wood's Packaging Limited (company number 05374724) ("**Woods**") and Lowland Ensor Doors Limited (company number SC1444923) ("**Lowland Ensor**") (the Company, CMS Tools, Ensor Building Products, SRC, PPUK, OSA Doors, Woods and Lowland Ensor, together the "**Subsidiaries**") (the Parent and the Subsidiaries (including the Company), together the "**Group**") in favour of Lloyds TSB Bank plc (the "**Lender**") and pursuant to which the Parent, the Company and each other Subsidiary:
 - (i) guarantees to the Lender all of the obligations from time to time of the other members of the Group to the Lender, and
 - (ii) permits the Lender at any time to combine or consolidate all or any of the bank accounts of the Company and each other member of the Group and transfer all or any sums standing to the credit of such bank accounts in or towards satisfaction of all or any of the liabilities of any member of the Group to the Lender,
- (b) the debenture to be executed by the Company in favour of the Lender and pursuant to which the Company will grant fixed and floating charges in favour of the Lender over the whole of its property, assets and undertaking to secure all obligations of the Company to the Lender, including (without limitation) under the Omnibus Guarantee; and
- (g) such other documentation and to take such action as may be required in order to carry out the matters referred to above,

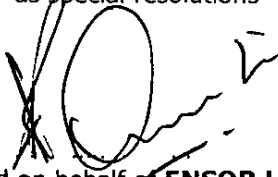
together the "**Documents**"

- 3 **THAT** any authorisation of any matter that would, if not so authorised, be a breach of section 175 of the Companies Act 2006 may be given by the directors of the Company in accordance with section 175(5)(a) of the Companies Act 2006, subject to any limits or conditions which the directors of the Company may see fit
- 4 **THAT** the amendment to the Articles of Association of the Company, as set out in resolution 1 above, be and is hereby approved.
- 5 **THAT** the Company entering into and/or granting the Documents be and is hereby approved.

The undersigned, being eligible members of the Company on the Circulation Date hereby:

- 1 confirm that we have received a copy of the above written resolutions in accordance with section 291 of the Companies Act 2006; and
- 2 resolve and irrevocably agree that the above resolutions are passed as written resolutions

pursuant to section 288 of the Companies Act 2006 and that such resolutions shall take effect as special resolutions



For and on behalf of **ENSOR HOLDINGS PLC**



A. L. Hillison

Print Name

in a chamber

31 January 2011

Date

INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE COMPANIES ACT 2006:

- 1 Eligible members are members who would have been entitled to vote on the resolutions on the Circulation Date
2. The procedure for signifying agreement by an eligible member to the written resolutions is as follows
 - a member signifies his agreement to the proposed written resolutions when the Company receives from him (or someone acting on his behalf) an authenticated document which both identifies the resolutions to which it relates and indicates his agreement to the resolutions
 - you may choose to agree to all of the resolutions set out in this document or none of them, but you cannot choose to agree to only some of them.
 - the document must be sent to the Company in hard copy form or in electronic form in one of the following ways
 - **By Hand:** delivering the signed copy to Rob Fawke of Pannone LLP, 123 Deansgate, Manchester M3 2BU,
 - **Post** returning the signed copy by post to Rob Fawke of Pannone LLP, 123 Deansgate, Manchester M3 2BU;
 - **Fax:** faxing the signed copy to 0161 909 4444 marked "For the attention of Rob Fawke of Pannone LLP, 123 Deansgate, Manchester M3 2BU, or
 - **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to rob.fawke@pannone.co.uk
 - a member's agreement to a written resolution, once signified, may not be revoked.
 - A written resolution is passed when the required majority of eligible members has signified their agreement to it.
- 3 If you do not agree to all the resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

4. The period for agreeing to the written resolutions is the period of 28 days beginning on the Circulation Date (see section 297 of the Companies Act 2006)
5. 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 of the Company.
6. If you are signing this document on behalf of a member of the Company under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.