

Company Number: 4039888

SATURDAY



THE COMPANIES ACTS 1985 TO 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

WESTWAY COOLING LTD

pursuant to Chapter 2 of Part 13 of the Companies Act 2006

Circulated: *17 June* 2009 (the "**Circulation Date**")

The Directors of the Company propose that the resolution below is passed as a special resolution (the "**Special Resolution**")

SPECIAL RESOLUTION

That in connection with the acquisition ("**Acquisition**") of the entire issued share capital of the Company by MC 440 Limited ("**Buyer**") from the shareholder of the Company ("**the Seller**"):

1. The terms and arrangements contemplated by and the execution delivery and performance by the Company of:
 - (a) a cross-guarantee (the "**Guarantee**") in favour of the Bank pursuant to which the Buyer would guarantee, inter alia, repayment of the indebtedness due to the Bank by each of them. The Guarantee constitutes a guarantee of all obligations of the Buyer and the Company to the Bank, including but not limited to all such obligations under the Facilities. Accordingly, the potential liability of the Buyer and the Company under the Guarantee is unlimited;
 - (b) a debenture (the "**Debenture**") in favour of the Bank pursuant to which the Company would create fixed and floating charges over all its assets to secure the Company's liabilities under the Guarantee;
 - (c) an intra-group loan agreement between, inter alia, the Buyer as borrower and the Company as lender (the "**Intra-Group Loan Agreement**") pursuant to which the Company will make available to the Buyer a revolving credit facility to be used by the Company in, inter alia, meeting its payment obligations under the Facilities Agreements, its Investor Loan Stock (as defined below) and Seller Loan Stock;

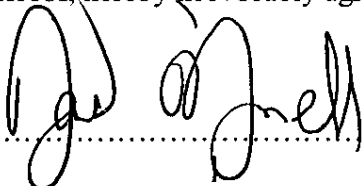
- (d) an overdraft facility of up to £300,000 (the "**Overdraft Facility**") between the Bank and the Company;
- (e) an intercreditor agreement (the "**Intercreditor Agreement**") regulating the priority arrangements between, inter alia, the Bank and Aberdeen Asset Management Limited and Matrix Private Equity Partners LLP and the Managers (as defined in the Investment Agreement) and the Seller and pursuant to which the Buyer, the Company and the Junior Creditors (as defined in the Intercreditor Agreement) would agree that at all times debts owing to the Bank shall rank ahead of any debts owing to the Junior Creditors; and
- (f) assignments (the "**Assignments**") in favour of the Bank pursuant to which the key man insurance policies on the lives of Mr Carl Brooks and Mr Andrew Donnell are assigned from the Company to the Bank,

(the above documents hereinafter referred to as the "**Security Documents**")

be and are hereby approved;

- 2. the execution delivery and performance of the Security Documents be and is hereby approved; and
- 3. the giving of financial assistance as a result of and in connection with the foregoing be and is hereby approved and that the same is in the best interests of and for the commercial benefit of the Company.

We, being the sole Member of the Company being entitled to vote on the above resolution on the date hereof, hereby irrevocably agree to the Special Resolution.



[
For and on behalf of **CROSSCO (820)**
LIMITED

17 June 2009

Date

NOTES

1. You can choose whether or not to agree to the Special Resolution. If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it using one of the following methods:
 - **By Hand:** delivering the signed copy to Andrew Donnell at the offices of Morgan Cole Solicitors, Apex Plaza, Forbury Road, Reading, RG1 1AX.
 - **Post:** returning the signed copy by post to Andrew Donnell at Unit 11 Metropolitan Centre, Derby Road, Greenford, Middlesex, UB6 8UJ.
 - **Fax:** faxing the signed copy to 0208 833 7293 marked "For the attention of Andrew Donnell".
 - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to andy.donnell@westwaycooling.com. Please enter "Written Resolution dated [7] June 2009" in the e-mail subject box.

If you do not agree to the resolution, 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 resolution, you may not revoke your agreement.
3. Unless, by 28 days from the Circulation Date, sufficient agreement has been received for the resolution to pass, it will lapse. If you agree to the resolution, 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.