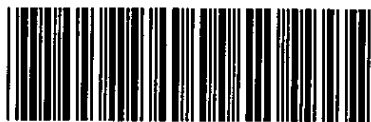


**THE HERITAGE WINDOW COMPANY LIMITED**  
**("the Company")**



RM 20/12/2012 #377  
COMPANIES HOUSE

Company Number: 04130929

**WRITTEN RESOLUTION**

**CIRCULATION DATE : [ 11<sup>th</sup> December 2012 ]**

The Directors of the Company propose the following Resolution as a Special Resolution in accordance with the provisions of Sections 283 and 288 of the Companies Act 2006, that is to say -

**(a) SPECIAL RESOLUTION**  
**(disapply pre-emption rights)**

That the directors be and they are hereby generally and unconditionally authorised for the purposes of s49 of the Companies Act 2006 to allot any relevant securities of the company up to an aggregate nominal amount of £1,000 during the period from the date on which this resolution is passed up to and including the 2013 annual general meeting of the company on which date such authority will expire unless previously varied or revoked by the company in general meeting provided that the directors shall be entitled under the authority hereby conferred to make at any time prior to the expiry of such authority any offer or agreement which would or might require such relevant securities as aforesaid to be allotted after the expiry of such authority pursuant to such offer or agreement.

That the directors be and are hereby empowered until the conclusion of the next annual general meeting of the company or, if earlier, 31<sup>st</sup> July 2013, to allot securities (as defined in s 560 of the Companies Act 2006) of the company under the authority conferred by resolution above as if subs (1) of s 561 of the Companies Act 2006 did not apply to such allotment and the directors shall be entitled to make at any time prior to the expiry of the power hereby conferred any offer or agreement which would or might require securities to be allotted after the expiry of such power and the directors may allot securities in pursuance of such offer or agreement as if the power conferred hereby had not expired **PROVIDED THAT** this power shall be limited to the allotment of securities up to an aggregate nominal amount of £1,000.

Please read the following notes before signifying your agreement to the Resolution set out above:-

**Notes**

- 1 If you agree to the Resolution set out above please indicate your agreement by signing and dating this document where indicated below and returning it to the Company at its registered office: 16-17 Copperfields, Spital Street, Dartford, Kent, DA1 2DE
- 2 If you do not agree to the Resolution set out above, you need not do anything You will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the above Resolution, you may not revoke your agreement

- 4 Unless sufficient agreement has been received to pass the above Resolution as a Special Resolution, before the expiration of a period of 28 days beginning with the circulation date specified above, the Resolution will lapse
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 Company's Register of Members
- 6 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 to the Company or to the Company's solicitors when signifying your agreement to the above Resolution

**Agreement**

The undersigned, being all the members of the above named Company for the time being entitled to attend and vote at general meetings of the Company together with those entitled to vote on matters concerning the rights attaching to certain share classes as at 11<sup>th</sup> December 2012 irrevocably resolve to such Resolutions

Dated 11<sup>th</sup> December 2012

  
**G A Dolan**

  
**W J Dolan**