

Company number 07470886

**To be filed at Companies House**

**Company No: 07470886**

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**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**RESOLUTIONS IN WRITING**  
**of**  
**CASTLEGATE 638 LIMITED**  
**("Company")**

WEDNESDAY



\*RQDFJRWVF\*

RM

23/02/2011

318

COMPANIES HOUSE

Passed the 14 day of February 2011

By a written resolution agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of the required number of the members of the Company who, at the date of circulating the resolution, were entitled to vote on the resolution the following resolutions of the Company were duly passed:

**SPECIAL RESOLUTIONS**

1. THAT the Articles of Association set out in the document produced to this meeting and signed by the Chairman of the meeting for the purposes of identification be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company.
2. THAT, the name of the Company be and is hereby changed to "Kee Safety Group Limited".

**ORDINARY RESOLUTIONS**

3. THAT the Directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company provided that:
  - a. the maximum amount of such shares that may be allotted under this authority (within the meaning of such section) is £475,000;
  - b. this authority shall, unless it is (prior to its expiry) duly revoked or varied or is renewed, expire five years from the date of this resolution save that the Company may, before such expiry, make an offer or agreement which will or may require such shares to be allotted after such expiry, and

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- c. the authority granted by this resolution is in substitution for any authority to allot shares in the Company previously granted to the Directors which (to the extent that it remains in force and unexercised) is revoked;
4. THAT, the proposed acquisition by the Company of Kee Safety International Limited ("**Acquisition**") pursuant to and on the terms and subject to the conditions contained in an agreement between Barclays Unquoted Investments Limited, Globe Nominees Limited, Jonathan Ford, David Tinn, Clive Handy, David Field, Murray Mumau, Volker Heck, Ian Page, Nicholas P Brayshaw, Christopher Milburn, Vernon Barry, Barry Trubshaw, David Hill, Craig Ellis, Stephen Wilson, Neil Russ, Tracy Dunn produced to this meeting and signed by the Chairman of the meeting for the purposes of identification (the "**Acquisition Agreement**") be and is hereby approved with such revisions and amendments (including as to price) of a non-material nature as may be approved by the Directors or any duly authorised committee thereof, and that all acts, agreements, arrangements and indemnities which the Directors or any such committee consider necessary or desirable for the purpose of or in connection with the Acquisition be and they are hereby approved, including but not limited to
- 4.1 a debenture to be made by, amongst others, the Company in favour of Lloyds TSB Development Capital Limited ("**LDC**") (the "**A Debenture**"),
- 4.2 a guarantee to be made by, amongst others, the Company in favour of LDC (the "**A Guarantee**");
- 4.3 a debenture to be made by, amongst others, the Company in favour of Barclays Unquoted Investments Limited ("**Barclays**") and a further debenture to be made by, amongst others, the Company in favour of Globe Nominees Limited ("**Globe**") (the "**B Debentures**"),
- 4.4 a guarantee to be made by, amongst others, the Company in favour of Barclays and a further guarantee to be made by, amongst others, the Company in favour of Globe (the "**B Guarantees**"),
- 4.5 a debenture to be made by, amongst others, the Company in favour of certain of the Management Team and the Executives (as defined in the Acquisition Agreement) (the "**C Debenture**");
- 4.6 a guarantee to be made by, amongst others, the Company in favour of certain of the Management Team and the Executives (the "**C Guarantee**");
- 5 THAT the purchase by the Company of shares in Kee Safety International Limited from Chris Milburn, Jonathan Ford, Nick Brayshaw and David Tinn is approved for the purposes of section 190 of the Companies Act 2006,

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6. THAT the granting by the Company of the C Guarantee and the C Debenture to, amongst others, Chris Milburn, Jonathan Ford, Nick Brayshaw and David Tinn is amongst others, Chris Milburn, Jonathan Ford, Nick Brayshaw and David Tinn is approved for the purposes of section 190 of the Companies Act 2006;
7. THAT, subject to the passing of resolution 1 above, the one issued ordinary share of £1.00 in the capital of the Company be and is hereby sub-divided into and reclassified as 100 B Ordinary shares of £0.01 each having the rights and being subject to the restrictions as set out in the Articles adopted at resolution 1 above

#### **SPECIAL RESOLUTION**

8. THAT, subject to and conditional on the passing of the resolution numbered 3 above and subject to and in accordance with the Articles of Association of the Company, the Directors are empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560 of that Act) pursuant to the general authority given to them for the purposes of section 551 of that Act at resolution 3 above as if section 561(1) of that Act did not apply to any such allotment and the Company may make an offer or agreement which will or may require equity securities to be allotted after the expiry of the power granted by this resolution.

Signed

\_\_\_\_\_  
Director/Secretary

Dated

\_\_\_\_\_  
14 February 2011



**FILE COPY**

**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 7470886

The Registrar of Companies for England and Wales hereby certifies that  
under the Companies Act 2006:

**CASTLEGATE 638 LIMITED**

a company incorporated as private limited by shares; having its registered  
office situated in England/Wales; has changed its name to:

**KEE SAFETY GROUP LIMITED**

Given at Companies House on **14th March 2011**



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES