

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS
OF
A.B. ALLEN ENGINEERING LIMITED ("the Company")

CIRCULATION DATE 20th April 2012

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

RESOLUTIONS

- 1 THAT the Company's Memorandum of Association be amended in respect of its objects by the insertion of new paragraph 3(A)6 after paragraph 3(A)5 as follows:-

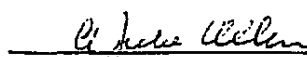
3(A)6 "To promote the interests of Potter Cowan & Company (Belfast) Limited (registered in Northern Ireland under Company Number NI002438) and having its registered office at 18-20 Duncrue Crescent, Belfast, BT3 9BW ("the Corporate Guarantor") and any other company which is for the time being the subsidiary, holding company or subsidiary of any holding company of the Company, in any manner whatever, and in particular by paying or discharging the liabilities thereof or giving any undertaking to do so, by giving any indemnity or guarantee in respect of such liabilities and by giving any security or charge for any such indemnity or guarantee or for the payment of money or performances of obligations by any such company as aforesaid, either with or without consideration and whether or not any benefit flows to the Company other than the promotion of such interests as aforesaid, to the intent that the promotion of the interests of any such company as aforesaid shall be an object and not a power of the Company"


2. THAT notwithstanding any provisions of the memorandum or articles of association of the Company or any personal interest, the Directors of the Company be and are hereby empowered, authorised and directed to execute and deliver to and in favour of Ulster Bank Limited ("the Bank") a guarantee ("the Guarantee") (in the form produced at the meeting) of any money, obligations and liabilities now or in the future due owing or incurred to the Bank by Potter Cowan & Company (Belfast) Limited.
3. THAT the execution of the Debenture, the Charge and the Guarantee is in the best interests of and for the benefit of the Company and there is full and fair consideration to the Company for its obligations under the Guarantee.

The undersigned, being all the members entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agree to the Resolutions.


ADRIAN ALLEN

A.B. Allen.
ALEXANDER ALLEN


JULIE ALLEN


GERALD McCOURT



FRIDAY



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28/09/2012

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