

CERTIFIED TO BE A TRUE AND COMPLETE  
COPY OF THE ORIGINAL  
DATED THIS 2 DAY OF April 2009

Company No SC122818

Pinsent Masons LLP *Pinsent Masons LLP*

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

GTC GROUP LIMITED (the "Company")

CIRCULATED ON 19 MARCH 2009 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a written resolution of the Company, having effect as special resolutions (the "Resolutions").

We, the undersigned, being or representing all of the members of the Company HEREBY RESOLVE as follows:-

#### SPECIAL RESOLUTIONS

##### THAT:-

1. the entering into of and the terms contained within the debenture to be entered into by (1) Cosalt Plc (as First Chargor), (2) the companies listed in schedule 1 thereto (including the Company) (as Chargors) and (3) Frederick William Wood, Ronald Briggs Heaton, Paul Arthur Bradbury, Alan Smith and Vincent Rodger Whyte McCracken (the "Pension Trustees") pursuant to which the Company and the First Chargor and certain other members of its group would be required to grant fixed and floating charges over substantially all its assets and undertaking securing the First Chargor and any member of its group's obligations and liabilities in respect of The Cosalt Plc Retirement Benefits Plan (established with effect from 17 December 1957 and governed by a definitive trust deed and rules dated 24 March 2000 (as amended)) (the "Retirement Plan") (the "Debenture"), be and are hereby approved;
2. the entering into of and the terms contained within a bond and floating charge to be entered into by (1) the Company and (2) the Pension Trustees (the "Bond and Floating Charge") be and are hereby approved;
3. the directors of the Company may provide for the execution or ratification, as the case may be, on behalf of the Company of the Debenture and the Bond and Floating Charge (and any documents ancillary thereto) with such amendments, additions and variations as such persons authorised to execute the same may in his absolute discretion and sole opinion approve (the signature of such person being due evidence for all purposes of his approval of any such amendment, addition or variation).

#### AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, a person entitled to vote on the Resolutions on 23 March 2009, hereby irrevocably agrees to the Resolutions:-

*JR Black*

For and on behalf of

23 March

2009

## NOTES

1. This document contains proposed written resolutions of the Company for approval by you as a member of the Company. The Resolutions are proposed as special resolutions and each requires members holding not less than 75 per cent of the total voting rights of members entitled to vote in the Resolutions to vote in favour of them to be passed.
2. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company at Fish Dock Road, Grimsby, North East Lincolnshire DN31 3NW.  
  
If you do not agree with any of the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement. Please note that you can only agree to all of the Resolutions and not some only. Any document or reply which purports to approve some only of the Resolutions will be treated as a vote against all of the Resolutions.
4. Where, by 28 days after the Circulation Date, insufficient agreement has been received for the Resolutions to pass, such Resolutions will lapse. If you agree to all or any of the Resolutions, please ensure that your agreement reaches us before or during this date.