

No. 157575

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

KILLBY & GAYFORD (JOINERY & SECURITY) LIMITED

(Passed ^{31st} July, 1998)

We, the undersigned, being the sole member of Killby & Gayford (Joinery & Security) Limited (the "**Company**") for the time being entitled to attend and vote at an Extraordinary General Meeting of the Company unanimously resolve in accordance with section 381A of the Companies Act 1985 (the "Act"):

RESOLUTION

THAT, pursuant to section 155(4) of the Act the Company be authorised to give financial assistance resulting from and by the Company's entry into the following documents, for the purpose of assisting Killby & Gayford Group Limited (the "Purchaser") acquire the entire issued share capital of Killby & Gayford (Holdings) Limited and certain of the preference shares of £1 each in the capital of Killby & Gayford Limited:-

1. a debenture (the "**Debenture**") in favour of the Bank of Scotland (the "**Bank**");
2. a corporate guarantee (the "**Corporate Guarantee**") made between the Guarantors (as defined in the Corporate Guarantee) in favour of the Bank;
3. an intra-group loan agreement (the "**Intra-Group Loan Agreement**") made between the Purchaser and the Lenders (as defined in the Intra-Group Loan Agreement);
4. an inter creditor agreement (the "**Inter Creditor Agreement**") made between the Bank, the Subordinated Creditors (as defined in the Inter Creditor Agreement) and the Group Companies (as defined in the Inter Creditor Agreement);
5. a support agreement (the "**Support Agreement**") made between 3i Group PLC, the Subsidiaries (as defined in the Support Agreement) and the Purchaser; and
6. an inter-company loan agreement (the "**Inter-Company Loan Agreement**") made between the Lenders and the Borrower (both as defined therein).



Date: 31st July 1998

A handwritten signature in black ink, appearing to read 'L. Smith', written in a cursive style.

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For and on behalf of Killby & Gayford Limited