

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS
-of-
VECTOR ENGINEERING & AVIATION LIMITED
(THE "COMPANY")



The following written resolutions of the members of the Company entitled to attend and vote at a general meeting of the Company were made in accordance with Section 381A of the Companies Act 1985 (the "Act").

Pursuant to the articles of association of the Company and the Act, we, the undersigned, being the sole member of the Company entitled to attend and vote at any general meeting of the Company in respect of the resolutions set out below, HEREBY RESOLVE to pass the following resolutions as written resolutions:

WRITTEN RESOLUTIONS

1. THAT notwithstanding any existing provisions of the memorandum and articles of association of the Company and subject to compliance with sections 155-158 of the Act, the terms of, the arrangements contemplated by and the entry into of those documents referred to below (as the same may be amended, varied, supplemented or substituted from time to time), as referred to in a statutory declaration made by the directors of the Company the original of which together with the annexed report is available for inspection by the members, (which events would constitute the giving by the Company of financial assistance (as defined by section 151 of the Act)) in relation to the Refinancing and the Finance Newco Acquisitions be and are hereby approved:
 - (a) The entry by the Company's indirect holding company, Vector Industries Limited into accession letters (the "**Accession Letters**") pursuant to which it will :
 - (i) accede (as borrower and guarantor) to the senior facility agreement dated 18 January 2006 and made between Finance Holdings Limited as Original Borrower, Rubicon Partners Industries LLP as Parent and Original Guarantor, The Royal Bank of Scotland plc as Arranger, Agent, Issuing Bank and Ancillaries Bank, and the Lenders as defined therein (the "**Senior Facility Agreement**") which sets out the terms on which the Lenders will provide a sterling term loan, revolving credit and guarantee facility of up to a maximum principal amount of £64,000,000 to the Borrowers (as defined in the Senior Facility Agreement). Terms and expressions used in these minutes have the same meaning given to them in the Senior Facility Agreement unless otherwise defined; and
 - (ii) accede (as guarantor) to a mezzanine facility agreement dated 18 January 2006 and made between Finance Holdings Limited as Borrower, Rubicon Partners Industries LLP as Parent and Original Guarantor, RBS Mezzanine Limited as Arranger and Agent, and the Lenders (as defined therein) which sets out the terms on which the Lenders will provide a sterling term loan of up to a maximum principal amount of £10,000,000 (the "**Mezzanine Facility Agreement**")

such Senior Facility Agreement and Mezzanine Facility Agreement (the "**Facility Agreements**") to provide funds, amongst other things, (i) to permit the re-financing (the "**Refinancing**") of existing facilities provided by, amongst others, The Royal Bank of Scotland plc (the "**Bank**") and RBS Mezzanine Limited pursuant to facility agreements dated 21 April 2000 and made between, amongst others, the Bank and Vector Industries Limited as borrower, which, among other things, was used by Vector Industries Limited in

part to finance the acquisition of Vector Industries Limited by Helix Industries Limited and (ii) for the purposes of the Finance Newco Acquisitions;

- (b) The entry by the Company into an intercreditor deed (the "**Intercreditor Deed**") between, amongst others, Rubicon Partners Industries LLP and others as Charging Companies, the Bank (in various capacities), the Senior Lenders, the Hedging Bank, the Mezzanine Lenders, the Intercompany Debtors, the Intercompany Creditors, the Subordinated Lenders, the New Loan Stock Holders, the Investors, the Management Company (each as defined therein) and Vector Pension Trustees Limited, governing the priorities as between, inter alios, the parties to the Facility Agreements; and
- (c) The entry by the Company into an intra-group loan agreement (the "**Intra Group Loan Agreement**") whereby if required, amongst other things, the Company would provide funding to Finance Holdings Limited, its future indirect holding company, to enable it to meet its obligations due to the Lenders under the Facility Agreements;

together the "**Financial Assistance Documents**".

2. THAT subject to compliance with sections 155-158 of the Act, the terms of, the arrangements contemplated by, and the entry into by the Company of, those events minuted below as referred to in a statutory declaration made by the directors of the Company, which statutory declaration has been provided to the members of the Company, together with the auditors' report required by section 156(4) of the Act to be annexed thereon, (which events would constitute the giving by Vector Merchenting Limited (the "**Subsidiary**") of financial assistance (as defined by section 151 of the Act)) be and are hereby approved:

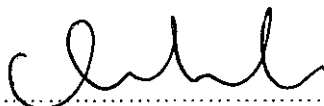
- (a) the entry by the Subsidiary into the Intercreditor Deed; and
- (b) the entry by the Subsidiary into the Intra-Group Loan Agreement.

3. THAT notwithstanding any personal interest, any of the board of directors of the Company be and are hereby specifically authorised, empowered and directed on his/her own and in the name of and on behalf of the Company to:

- (a) execute and deliver the Financial Assistance Documents in substantially the form produced to the Meeting; and
- (b) enter into such documentation and to take such action as may be required in order to carry out the matters referred to above.

4. THAT any act done or document executed pursuant to any of the resolutions set out above shall be valid, effective and shall bind the Company and any limit on the borrowing or other powers of the directors of the Company contained in or incorporated by reference in the Company's Articles of Association is suspended, waived or abrogated as necessary to give effect to the foregoing resolutions.

Signed



for and on behalf of
VECTOR ENGINEERING PRODUCTS
LIMITED

Dated

13 March 2006

A copy of this Resolution was provided to the auditors at the same time as to the members.

Acknowledged as received

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PricewaterhouseCoopers