

COMPANY NUMBER : 648111

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

AMDEGA LIMITED

passed on 15 August 1997

On the above date the following resolution was duly passed as a Written Resolution of the Company:-

WRITTEN RESOLUTION

“That pursuant to s.155 Companies Act 1985 the Company be authorised to give financial assistance to Crossco (263) Limited in relation to the purchase of shares in the Company by way of:-

1. a guarantee to be granted by the Company in favour of Barclays Bank PLC (“the Bank”) to secure all the liabilities of Crossco (263) Limited and L. F. Knight Limited;
2. a debenture to be granted by the Company in favour of the Bank to secure all present and future obligations of the Company to the Bank together with all costs, charges and expenses incurred by the Bank;
3. a legal charge to be granted by the Company in favour of the Bank over its freehold premises at Faverdale Industrial Estate, Darlington, County Durham (“the Property”);
4. a charge to be granted by the Company in favour of the Bank over the trade name “Amdega”;
5. a Composite Accounting Agreement with the Bank;
6. a facility letter between Crossco (263) Limited (1) L. F. Knight (2) the Company (3) and the Bank (4);
7. a guarantee to be granted by the Company in favour of Northern Rock Building Society (“Northern Rock”) to secure all the liabilities of Crossco (263) Limited and L. F. Knight Limited to Northern Rock;




8. a debenture to be granted by the Company in favour of Northern Rock to secure all present and future obligations of the Company to Northern Rock together with all costs, charges and expenses incurred by Northern Rock;
9. a legal charge to be granted by the Company in favour of Northern Rock over the Property;
10. a facility letter to be entered into between Crossco (263) Limited (1) L. F. Knight Limited (2) the Company (3) and Northern Rock (4);

("together the Security") ; and

11. Schedule 5 to the Acquisition Agreement dated today between Crossco (263) Limited (1) Pinco 873 Limited ("the Vendor") (2) and Newmond PLC (3) under which Crossco (263) Limited agreed to procure the surrender by the Company to the Vendor of various losses, allowances or other amounts eligible for surrender by way of group relief ("the Group Relief");

and the giving by the Company of the Security and the surrender of the Group Relief be and is further approved for all other purposes.

  
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Director