

Company Number: 00679375

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

SIDNEY CLODE FINANCE LIMITED (the "Company")

(passed on 5<sup>th</sup> July 2005)

We, being the sole member of the Company, pass the following resolutions:

1. **THAT** the Company enters into:

- (a) a £15,000,000 credit agreement (the "**Credit Agreement**") between the Company, Oval (1796) Limited, Clode PLC as guarantors (each an "**Original Guarantor**"), Clode Funding Limited as borrower (the "**Borrower**") and Barclays Bank PLC as lender (the "**Lender**");
- (b) a security agreement in favour of the Lender, pursuant to which the Company charges all its assets and undertaking as security for all its obligations and liabilities to the Lender under the Finance Documents (as defined in the Credit Agreement);
- (c) a priority deed with the Lender, The Governor and Company of the Bank of Scotland ("**BoS**"), the Borrower and each other Original Guarantor, pursuant to which the creditors of the Company regulate, among other things, their respective security and rights in relation to the Company;
- (d) a corporate guarantee (the "**Corporate Guarantee**") in favour of **BoS**, pursuant to which the Company guarantees all the obligations and liabilities of the other Original Guarantors and the Borrower to **BoS**; and
- (e) a debenture in favour of **BoS**, pursuant to which the Company charges all its assets and undertakings as security for all its obligations and liabilities to **BoS**,

(together the "**Documents**").

- 2. **THAT** the directors of the Company have authority to approve the terms of, and the transactions contemplated by, the Documents and any related document.
- 3. **THAT** the giving of the guarantees contained within the Credit Agreement and the Corporate Guarantee by the Company is in the best interests of the Company's business and the entry into by the Company of the proposed transactions substantially on the terms set out in the Documents is to the commercial benefit and the advantage of the Company.
- 4. **THAT** the Company's articles of association be amended by the inclusion of a new article 9.6 as follows:

"Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration of any such shares, where such transfer is executed in favour of any person to whom such shares have been charged by



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way of security, or any nominee of such person, pursuant to a power of sale under such security, and a certificate by any such person or any employee of such person that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts."

5. **THAT** articles 17.4, 17.5 and 17.6 of the Company's articles of association be deleted.
6. **THAT** these resolutions have effect notwithstanding any provision of the Company's articles of association.



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For and on behalf of  
**OVAL (1796) LIMITED**

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