

NORMAN SMITH (CONGLETON) LIMITED

(Company Number 885287)

(the "Company")

**Written resolutions pursuant to the Company's articles
of association**

We, being the sole shareholder of the Company which at the date of these resolutions would be entitled to receive notice of and to attend and vote at general meetings of the Company, declare that the following resolutions be passed as written resolutions and shall be for all purposes valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

It was noted that the Company intends to enter into a refinancing of an existing £38,500,000 credit agreement with Deutsche Bank AG London and a £16,000,000 credit agreement with Commerzbank Aktiengesellschaft, London Branch by entering into a new facility agreement for £67,000,000 with Burdale Financial Limited ("**Burdale**"), a subsidiary of Bank of Ireland, and Fortress Credit Corp., a Delaware corporation. The refinancing would provide additional working capital to the Company. The Company also intends to grant all monies security over its assets in favour of Burdale, in its capacity as Security Trustee, and to guarantee the punctual performance by each Borrower under the Facility Agreement of all that Borrower's obligations under the Finance Documents (as such terms are defined in the Facility Agreement).

RESOLUTIONS

WE RESOLVE THAT:

1. the articles of association of the Company be amended so that Article 14, which currently reads as follows:

"The Board may, in its absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share."

be amended to read as follows:

"The Board may, in its absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share unless the instrument of transfer relates to only shares of one class and is accompanied by the certificate of the shares to which it relates and by such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer."

2. the terms of and the transactions contemplated by:
 - (i) a Facility Agreement to be dated on or about the date of these resolutions between, among others, Jarvis plc, the Company as a Guarantor, Burdale as

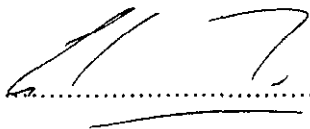
Original Senior Lender, Arranger, Agent and Security Trustee and Fortress Credit Corp. as Original Subordinated Lender; and

- (ii) a debenture to be dated on or about the date of these resolutions between, among others, Jarvis plc, the Company as a Chargor and Burdale as Security Trustee,

(together, the "**Finance Documents**") are to the corporate benefit of the Company and be and are hereby approved;

3. the Company be and is hereby instructed and authorised to execute the Finance Documents subject to such amendments as the board of directors of the Company or such persons as they may authorise in their discretion see fit; and
4. the execution of a stock transfer form in respect of our shareholding of 18,318 £1 B Ordinary shares and 65,000 £1 A Ordinary shares in the Company and the delivery of such stock transfer forms and the share certificates to which they relate to Burdale in its capacity as Security Trustee be and is hereby approved.

DATED: 7~~7~~ July 2006

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For and on behalf of **Prismo Limited**

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Certified a true copy
of the original

