

THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES  
COPY WRITTEN RESOLUTIONS  
of  
COAL PRODUCTS LIMITED  
("Company")  
PASSED ON 19 MARCH 2013

WEDNESDAY



A25 \*A25J7MGX\* #161  
03/04/2013  
COMPANIES HOUSE

In accordance with the written resolution procedure in chapter 2 of part 13 of the Companies Act 2006, the following resolutions were duly passed on 19 March 2013 as special resolutions as indicated below

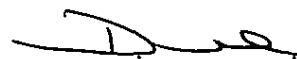
**SPECIAL RESOLUTIONS**

- 1 The terms of, and the transactions contemplated by
  - 1 1 an accession deed to (i) a £15,000,000 senior sterling term facility agreement dated on or about 19 March 2013 entered into between (1) Broomco (4243) Limited ("**Borrower**"), and (2) Lloyds TSB Bank plc ("**Lloyds TSB**") in its capacity as Arranger, Agent, Security Trustee, Original Lender and Original Hedge Counterparty (each as defined therein) ("**Facility Agreement**") pursuant to which the Company will accede to the Facility Agreement as an Additional Guarantor (as defined in the Facility Agreement) and (ii) a security trust agreement dated on or about 19 March 2013 and entered into between (1) the Borrower and (2) Lloyds TSB in its capacity as Senior Agent, Senior Lender, Senior Arranger, Security Trustee and Hedge Counterparty (each as defined therein) ("**Security Trust Agreement**") pursuant to which the Company will accede to the Security Trust Agreement as an Acceding Debtor (as defined therein),
  - 1 2 an accession deed to a debenture dated on or about 19 March 2013 entered into between (1) the Borrower as First Chargor and (2) Lloyds TSB as Security Trustee (each as defined therein) ("**Debenture**") pursuant to which the Company will accede to the Debenture as a New Chargor (as defined therein),
  - 1 3 an accession deed to an omnibus guarantee and set-off agreement dated on or about 19 March 2013 entered into between (1) the Borrower and (2) Lloyds TSB as Ancillary Lender (as defined in the Facility Agreement) ("**OGSA**") pursuant to which the Company will accede to the OGSA as a Further Company (as defined therein),
  - 1 4 a subordination agreement to be entered into between (1) the companies listed in Part III of Schedule 1 thereto as the Obligors (as defined therein), (2) the Borrower, (3) Lloyds TSB as Agent, (4) those persons listed in Part I of Schedule 1 thereto as Investor Note Holders (as defined therein), (5) those persons listed in Part II of Schedule 1 thereto as Shareholders (as defined therein) and (6) Lloyds TSB Commercial Finance Limited ("**LTSBCF**") as CF Provider (as defined therein),

- 1 5 a deed of priorities to be entered into between (1) the companies listed in Schedule 1 as Obligors (as defined in the Facility Agreement), (2) Lloyds TSB as Agent and Security Trustee and (3) LTSBCF,
- 1.6 a deed of priorities to be entered into between (1) the companies listed in Part 1 of Schedule 1 thereto as Obligors (as defined therein), (2) Lloyds TSB as original agent and original security trustee, (3) LTSBCF, (4) the Trustees of the CPL Industries Pension Plan, (5) the Trustees of the Industry-Wide Coal Staff Superannuation Scheme and (6) the Trustees of the Industry-Wide Mineworkers Pension Scheme,
- 1 7 an amendment letter to a stock loan agreement dated 6 April 2011 and amended on 11 October 2011 and made between (1) the Company and (2) LTSBCF, to be entered into between (1) the Company and (2) LTSBCF together with standard terms and conditions for the stock loan agreement,
- 1 8 an ancillary facility letter to be entered into between (1) Lloyds TSB, (2) the Company, (3) CPL Industries Limited, (4) Carbon Link Limited, (5) CPL Distribution Limited and (6) CPL Fuels Ireland Limited in respect of the ancillary facilities detailed therein,
- 1 9 a cross guarantee and indemnity to be entered into between, amongst others, (1) the Company and (2) LTSBCF,
- 1 10 a floating charge to be entered into between, amongst others, (1) the Company and (2) the Trustees of the CPL Industries Pension Plan,
- 1 11 a floating charge to be entered into between , amongst others, (1) the Company and (2) the Trustees of the Industry-Wide Coal Staff Superannuation Scheme,
- 1 12 a floating charge to be entered into between , amongst others, (1) the Company and (2) the Trustees of the Industry-Wide Mineworkers Pension Scheme, and
- 1 13 a legal mortgage by way of supplement to a debenture dated 6 April 2011 to be entered into between (1) LTSBCF and (2) the Company

(hereafter referred to as the "**Documents**") are hereby approved, and the Company be authorised to execute, deliver and perform the Documents

- 2 The directors of the Company are hereby authorised to pass and to implement such resolutions as they think fit in connection with the Company's entry into the transactions contemplated by the Documents and the performance of its obligations and the exercise of its rights in relation to such transactions, including as regards approval and execution and delivery of such of the Documents to which it is to be party and all related matters



Director