

Company No: 01264385

TUESDAY



THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTION(S) IN WRITING
of
MAPLIN ELECTRONICS LIMITED
("Company")

Passed the ~~18~~¹⁹ day of **OCTOBER 2012**

By a written resolution agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of the required number of the members of the Company who, at the date of circulating the resolution, were entitled to vote on the resolution the following resolution(s) of the Company was/were duly passed:

SPECIAL RESOLUTION

THAT the Company, in good faith and for the purpose of carrying on its business, enter into the arrangements (the "**Transaction**") to be effected under or pursuant to the documents listed in the Appendix to these resolutions (the "**Documents**") and perform its obligations and exercise its rights in relation to the Transaction.

THAT the directors be authorised to pass and to implement such resolutions as they think fit in connection with the Company's entry into the Transaction and the performance of its obligations and the exercise of its rights in relation to the Transaction, including as regards approval and execution and delivery of such of the Documents to which it is to be party and all related matters.

THAT a new article 6A, be added to the articles of association of the Company in the following form:

"Secured Institutions

Article 6A

The lien set out in article 6 shall not apply to shares which have been charged by way of security to a bank or financial institution or a subsidiary of a bank or financial institution."

APPENDIX

Documents

1. A facility letter from Lloyds TSB Bank plc (the "**Bank**") to (1) Maplin Electronics (Holdings) Limited (the "**Parent**") and (2) the Company.

2. A guarantee to be entered into between (1) the Parent, (2) the Company and (3) the Bank.
3. A debenture to be entered into between (1) the Company and (2) the Bank.
4. A deed of subordination to be entered into between (1) Maplin Electronics Group (Holdings) Limited, (2) the Parent, (3) the Company and (4) the Bank.
5. A payoff letter to be entered into between (1) the Company, (2) the Parent and (3) Bank of Scotland plc.
6. A deed of release to be entered into between, amongst others, (1) the Company, (2) the Parent and (3) Bank of Scotland plc in relation to the cancellation and repayment of certain existing facilities.



Signed Claire Webb
Director

Dated 18/10/12