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No: 1264385

## THE COMPANIES ACT 1985

## COMPANY LIMITED BY SHARES



## WRITTEN RESOLUTIONS

-of-

MAPLIN ELECTRONICS LIMITED

MADE ON 13 June 2001

The following written resolution of the members of the Company were made on 13 June 2001 in accordance with Section 318(A) of the Companies Act 1985:

## RESOLUTIONS

- 1 the giving of the financial assistance for the purpose of reducing or discharging the liabilities incurred for the purpose of the acquisition of the shares in the Company and taking the form described in the Statutory Declarations of even date herewith and made by all of the Company's Directors on form 155(6)a (a copy of which together with the annexed auditors' report is available for inspection by the members at the meeting) be and is hereby approved; and
- 2 in view of the benefits likely to accrue to the Company from the provisions of certain facilities agreements dated on or about the date hereof (the "Facilities Agreements") between, amongst others, The Governor and Company of the Bank of Scotland (the "Bank") and DMWSL 333 Limited (to be renamed Maplin Electronics (Holdings) Limited) whereby the Bank will make available a term loan facility of £17,000,000 and a mezzanine loan of £4,000,000 to DMWSL 333 Limited and a £3,000,000 working capital facility the terms of which are governed by the term loan facility and a working capital facility letter (the "Working Capital Facility"), for which it is required that the Company execute a composite guarantee and debenture (the "Composite Guarantee and Debenture") in favour of the Bank (acting as Security Trustee for the Security Beneficiaries (as defined therein)) in respect of the obligations of all of the companies specified therein and granting security over all of the Company's assets in favour of the Bank, the execution of the intercreditor agreement between, inter alios, the Bank (in various capacities including as Agent and Mezzanine Lender), DMWSL 333 Limited, the Company and various investors which regulates the priorities between such parties (the "Intercreditor Agreement"), the execution of a share charge in favour of the Bank in relation to the shares held by the Company in Nikkal (Hong Kong) Limited (the "Share Charge"), the execution of an intra-group loan agreement (the "Intra-Group Loan Agreement") between inter alios the Company as lender and DMWSL 333 Limited as borrower and subscribing to a letter of support annexed to the Intra-Group Loan Agreement by the Company (the "Letter of Support") be approved and that the Directors and Secretary of the Company be authorised (notwithstanding any provision in the Company's Articles of Association to the contrary) to sign the Working Capital Facility Letter, the Intra-Group Loan Agreement and the Letter of Support and to execute the Composite Guarantee and Debenture, the Intercreditor Agreement, the Share Charge as Deeds and necessary documentation so as to give effect thereto.

  
Director