

No: 1402370

**The Companies Act 1985**

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**Company limited by shares**

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**Written Resolution**

of

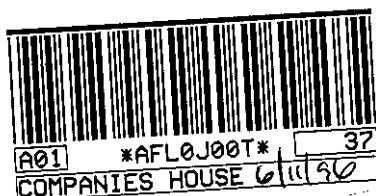
**Solar Sunshades Limited**

(passed on 1 November 1996)

We, being the holders of the entire issued share capital of the above Company hereby resolve as follows:

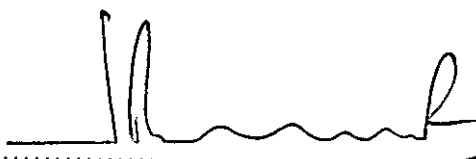
"That pursuant to the requirements of section 155(4) of the Companies Act 1985 ("the Act") the giving of financial assistance by the Company within the meaning of section 151 of the Act to Solar Sunshades (Bridgend) Limited in connection with the acquisition by it of shares in the Company by:

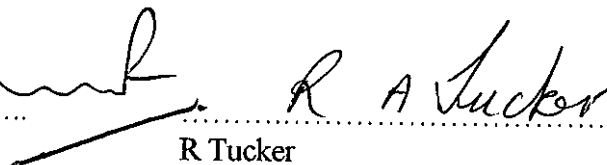
- (a) the execution, delivery and performance by the Company of a debenture creating fixed and floating charges over land and buildings and all the Company's property and assets in the standard form of Midland Bank plc to secure all monies due, owing or incurred from or by Solar Sunshades (Bridgend) Limited or the Company to Midland Bank plc;
- (b) the execution, delivery and performance by the Company of an unlimited cross guarantee in the standard form of Midland Bank plc of all monies and liabilities due, owing or incurred from or by Solar Sunshades (Bridgend) Limited to Midland Bank plc; and
- (c) the execution, delivery and performance by the Company of a first legal mortgage in the standard form of Midland Bank plc over the Company's premises at Coity Road, Bridgend, Mid



Glamorgan to secure all monies due, owing or incurred from or  
by Solar Sunshades (Bridgend) Limited or the Company to  
Midland Bank plc;

is approved."

  
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J Tucker

  
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R Tucker