

THE COMPANIES ACT 2006

FUTURE ELECTRONICS LIMITED (the "Company")

Company Number 02087867

WRITTEN RESOLUTIONS

We, the undersigned, being the sole member of the Company who (at the date of circulation of this resolution) would be entitled to vote on this resolution, hereby agree, pursuant to Section 288 of the Companies Act 2006, to the passing of the following resolutions.

WE REFER TO:

- (A) The US\$250,000,000 credit agreement dated on or around 14 January 2011 between, amongst others, Future Electronics Inc as Canadian borrower, Future Electronics Corp. as US borrower (together, the "Borrowers"), BMO Capital Markets and RBS Securities Inc as co-lead arrangers and co-bookrunners, the financial institutions listed therein (the "Lenders") and Bank of Montreal as administrative agent (the "Agent") (as it may be amended, restated or otherwise modified from time to time, the "Credit Agreement") guaranteed by, amongst others, the Company and certain subsidiaries of Future Electronics Inc. and secured by security interests over certain assets of the Borrowers and certain subsidiaries of Future Electronics Inc. including, amongst others, the Company
- (B) The following documents in connection with the Credit Agreement
- i a US guaranty guaranteeing the Borrowers' obligations to the Lenders and the Agent under or in respect of the Credit Agreement,
 - ii a debenture creating a charge over substantially all of the Company's assets as continuing security for the payment of the Obligations (as defined therein),
 - iii a restricted account agreement acknowledging that the Company, amongst others, has granted security over certain of its bank accounts as continuing security for payment of the Borrowers' obligations to the Lenders and the Agent under or in respect of the Credit Agreement,
 - iv a share pledge agreement pledging the Company's shareholding in F E. Future Holdings B V ;
 - v a security transfer agreement transferring certain of the Company's tangible assets to the Agent as security in connection with the Credit Agreement,
 - vi a security trust agreement between, among others, the Company and the Agent governed by the laws of the Federal Republic of Germany;
 - vii a deed of release releasing the security constituted by a debenture entered into between the Company, Future Electronics Management Services Limited and Bank of Montreal, London Branch as security agent dated 8 February 2008, and
 - viii any other Loan Documents (as defined in the Credit Agreement) to which the Company is a party

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(the above documents are together referred to herein as the "Documents")

ORDINARY RESOLUTIONS

The following resolutions shall be passed, take effect and be treated for all purposes as ordinary resolutions of the shareholder, in accordance with Section 288 of the Companies Act 2006.

WE RESOLVE THAT:

1. it is in the best interests and for the commercial benefit and advantage of the Company and would be most likely to promote the success of the Company to enter into the Documents and the terms of, and the transactions contemplated by the Documents be and are hereby approved and that the entry by the Company into the Documents be approved,
2. the execution, delivery and performance of the Documents including the charging of any shares of the Company pursuant to the Debenture and the exercise by the Company of its rights and performance and obligations thereunder do not contravene any provision of the Memorandum and Articles of Association of the Company or any agreement or any obligations of the Company including any shareholders' resolutions of the Company;
3. any director of the Company be and is hereby individually authorised to execute the Documents on behalf of the Company subject to such amendments and modifications as the director executing the same may in his or her absolute discretion agree and so that the director's signature of the relevant Document shall be conclusive evidence of agreement to such amendments or modifications, and
4. any director and/or the secretary of the Company be and are hereby authorised to do all acts and things necessary or desirable to give effect to the foregoing resolutions and to sign and deliver on behalf of the Company any certificates, including an officer's certificate, documents and/or deeds, which may be required in connection with the execution or performance by the Company of the Documents or the transactions envisaged by them in such a manner or form as they in their discretion think fit and with power to make or agree any amendments to the Documents and agree the terms of any related document.

SPECIAL RESOLUTIONS

The following resolutions shall be passed, take effect and be treated for all purposes as special resolutions of the shareholder, in accordance with Section 288 of the Companies Act 2006

WE RESOLVE THAT: the Company's Articles of Association shall be amended by the deletion of the existing Article 4 and the insertion in its place of the following new Articles 4 and 4A as follow:

"TRANSFER OF SHARES

- 4 (a) The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any shares, whether or not it is a fully paid share
- (b) Notwithstanding anything contained in these Articles.
 - (i) the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer -

- (A) is to any bank, institution or other person to which such shares have been charged by way of security, or to any third party nominated by such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a "Secured Institution"),
 - (B) is delivered to the Company for registration by a Secured Institution in order to enforce or realise the security over the shares or to implement the transfer pursuant to the documents granting such security; or
 - (C) is executed by a Secured Institution pursuant to a power of sale or other power existing under such security,
- (11) and the directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these Articles:-
- (A) no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution; and
 - (B) no Secured Institution,

shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise.

LIEN

- 4A Notwithstanding anything to the contrary contained in the Articles, the Company shall have no lien on any shares in the Company (nor on any dividends payable thereon) which have been charged by way of security to a Secured Institution "

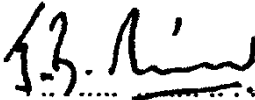
WE FURTHER RESOLVE THAT the Company's Articles of Association shall be amended by the insertion of the following new Article 14A as follows

- "14A Any Director may participate in a meeting of Directors by means of a conference telephone or similar communications systems whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting for all purposes including that of establishing a quorum. A meeting held by such means shall be deemed to take place where the largest group of participants in number is assembled. In the absence of such a majority, the location of the Chairman shall be deemed to be the place of the meeting "

AGREEMENT:

Please read the notes at the end of this document before signifying your agreement to the resolutions.

The undersigned, a person entitled to vote on the above resolutions hereby irrevocably agrees to the Ordinary Resolutions and the Special Resolutions.


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For and on behalf of Future Electronics Management Services Limited

(as the sole member)

Date 17 JAN 2011