No 02274812

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

PALMER & HARVEY MCLANE (HOLDINGS) LIMITED

The following written resolution was passed by the Company on **17 March** 2008 as a special resolution

SPECIAL RESOLUTION

THAT

(a)   the provision by the Company of financial assistance (as defined in section 152 Companies Act 1985) in relation to (i) reducing a liability incurred for the purpose of the acquisition by P & H Holdco Limited of shares in the Company's holding company, Palmer & Harvey (Holdings) Limited, (ii) the acquisition by P & H Holdco Limited of certain shares in the Company's holding company, P&H (2002) Limited, (iii) the acquisition by P & H Putco Limited of certain preference shares in the Company's holding company, P & H Holdco Limited, (iv) discharging a liability incurred for the purpose of the acquisition by P & H (2002) Limited of shares in the Company, and (v) discharging a liability incurred for the purpose of the acquisition by Buildtrue Limited of certain preference shares in P & H (2002) Limited, by the Company giving guarantees, indemnities, rights of set off and security in respect of £445,000,000 of loan facilities and entering into subordination and intra-group loan arrangements (the **"Assistance Documents"**) all as more fully described in the directors' statutory declarations of solvency in the Forms 155(6)(a), copies of which are attached to this resolution, be approved, and

(b)   the giving of financial assistance by Palmer & Harvey McLane Limited, Northrealm Limited, W H & H M Young Limited, P&H Direct Limited, P & H (1925) Limited, P&H Retail Services Limited, P&H Snacksdirect Limited, Y P Electronics Limited, Winerite Limited and T & A Symonds Limited, being subsidiaries of the Company (the **"Subsidiaries"**), by the execution of, and the subsequent exercise of rights under, the Assistance Documents be approved

C Litherington

Chairman

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