

APPENDIX TWO

Company Number 03288247

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

AVOCET HARDWARE LIMITED (the "Company")

FRIDAY



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29/05/2009

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COMPANIES HOUSE

Circulation Date 20 May 2009 ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "**Resolution**").

SPECIAL RESOLUTION

1 That:

- a) the share capital of the Company be reduced from £68,241,000 to £1,000,000 by cancelling and extinguishing 67,241,000 ordinary shares of £1.00 each registered in the name of Avocet Holdings Limited; and
- b) the memorandum of association of the Company be amended, in accordance with section 641(1A) of the Companies Act 2006, by deleting paragraph 5 of the memorandum of association and replacing it with the following:

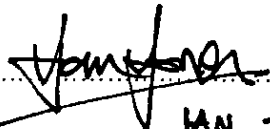
"The Company's share capital is £2,759,000 divided into 2,759,000 ordinary shares of £1.00 each."

AGREEMENT

Please read the notes at the end of this document before indicating your agreement to the Resolution.

The undersigned, being the person entitled to vote on the Resolution on the Circulation Date, hereby agrees to the Resolution.

Signature:


.....
IAN JONES

Print name:

Director duly authorised for and on

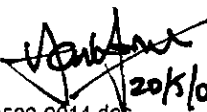
behalf of (print company name) AVOCET HOLDINGS LIMITED

Date:

20th May 2009

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by one of the following methods:
 - 1.1 by signing and dating this document where indicated above and returning it to the Company either:
 - 1.1.1 by hand: by delivering the signed and dated Resolution to Brookfoot Mills, Elland Road, Brighouse, West Yorkshire HD6 2RW, marked "For the attention of the Company Secretary"; or
 - 1.1.2 by post: by returning the signed and dated Resolution by post to Brookfoot Mills, Elland Road, Brighouse, West Yorkshire HD6 2RW, marked "For the attention of the Company Secretary";
- 2 If you are indicating agreement to the Resolution on behalf of a company or person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority with your indication of agreement.
- 3 If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 4 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
- 5 When agreement to the Resolution has been received from members representing 75% of the total voting rights, it will be deemed passed. Unless within the period of 28 days beginning with the Circulation Date sufficient agreement has been received for the Resolution to pass, it will lapse.
- 6 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.


20/5/09

Company Number 03288247

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

AVOCET HARDWARE LIMITED (the "Company")

Circulation Date 20 May 2009 ("Circulation Date")

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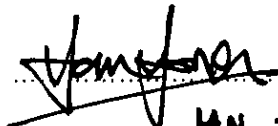
"The Company's share capital is £2,759,000 divided into 2,759,000 ordinary shares of £1.00 each."

AGREEMENT

Please read the notes at the end of this document before indicating your agreement to the Resolution.

The undersigned, being the person entitled to vote on the Resolution on the Circulation Date, hereby agrees to the Resolution.

Signature:


.....
MW JONES

Print name:

Director duly authorised for and on


behalf of (print company name) **AVOCET HOLDINGS LIMITED**

Date:

20th May 2009
.....

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20/5/09