

**Company No. 3697654**

**THE COMPANIES ACTS 1985 TO 1989**

**COMPANY LIMITED BY SHARES**

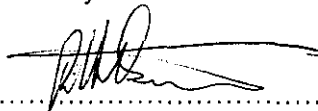
**SPECIAL RESOLUTION  
of  
ASGLASS LIMITED  
("the Company")**

**Passed the 9 day of February 2004**

AT AN EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at 34 Imperial Square Cheltenham GL50 1RH on the above date the following was duly passed as a SPECIAL RESOLUTION of the Company:

**SPECIAL RESOLUTION**

- 1 (A) Subject to compliance with sections 155-158 of the Companies Act 1985 ("the Act"), the execution by the Company of a Guarantee and Debenture in favour of Lloyds TSB Bank plc ("the Bank") in order to secure, inter alia, amounts owing to the Bank under an Overdraft Facility Agreement dated 28 January 2004 and a Business Loan Agreement dated 2 February 2004 between Aluminium Sashes Limited and the Bank is hereby approved;
- (B) The execution of the above Guarantee and Debenture is in the best interests of the Company and the approval of the Company to enter into such Debenture is given notwithstanding that the Company might be held to be giving financial assistance for the purposes of sections 151 and 152 of the Act; and
- (C) In connection with the acquisition of the whole of the issued share capital of the Company by Aluminium Sashes Limited, the Company be and is hereby authorised to give financial assistance on the terms set out in the statutory declaration annexed to this resolution.

  
.....  
**Chairman**

