

Company No: 3882013

The Companies Acts 1985, 1989 and 2006

Company Limited by Shares

Written Resolutions

Proposed by the Board

of

Buckles Holdings Limited

("the Company")

SATURDAY



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A25

26/04/2008

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COMPANIES HOUSE

The following Resolutions were effectively passed on 4 April 2008 as written resolutions signed by holders of not less than (i) in the case of Ordinary Resolutions a simple majority of, and (ii) in the case of Special Resolutions 75% of, the total voting rights of 'eligible members' of the Company (as defined in section 289 of the Companies Act 2006) entitled to receive notice of and to attend and vote at General Meetings

### Special Resolutions

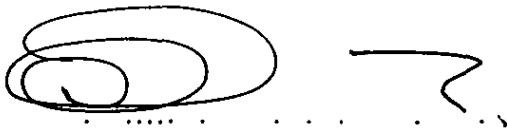
- 1 **That** the terms of redemption ("**Redemption**") by the Company of 85,000 preference shares of £1 each in the capital of the Company held in the name of Alliance Trust Pensions as trustee for each of Nigel Speirs, Steven Daborn and Trefor Owen-Jones be and are hereby approved and the Company and its directors be and are hereby authorised to enter into the Redemption, to be funded out of the proceeds of a fresh issue of ordinary shares of £1 each in the capital of the Company pursuant to the directors' authority at resolution 3 below, at a cost of £1 per preference share on behalf of the Company and to fulfil all obligations of the Company thereunder
2. all rights of pre-emption over the shares in the capital of the Company to which the members may otherwise be entitled as members of the Company under its Articles of Association or otherwise in relation to the issue, allotment, redemption and/or transfer of any shares in the capital of the Company to any proposed new member(s) are hereby (to the maximum extent permitted by law) irrevocably and unconditionally waived and are otherwise hereby disapplied for a period of 120 days from the date of this resolution insofar as they apply to the proposed transfer(s) hereunder, save that the directors may, notwithstanding such expiry, issue, allot, redeem or transfer any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority

### Ordinary Resolution

- 3 **That** the directors be and are generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for, or to convert securities into, shares of the Company

up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution provided that this authority shall expire five years after the passing of this resolution unless previously renewed or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority

- 4 **That** as the Redemption amounts to a substantial property transaction involving one or more directors of the Company, within the meaning of section 190 of the Companies Act 2006, the approval and authorisation of the Company be given to such transaction pursuant to the said section 190 of the Companies Act 2006

A handwritten signature in black ink, consisting of a large, stylized 'S' or 'C' shape followed by a horizontal line and a small flourish.

**Certified to be a true copy  
of the Resolutions passed**