

Company No: 03902084

TUESDAY



THE COMPANIES ACTS 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

BARRETTONLINE LIMITED (the "Company")

Circulation Date: 24 Sept 2010

Pursuant to Chapter 2 of Part 13 Companies Act 2006, the directors of the Company propose that

- 1 resolution 1 below is passed as an ordinary resolution ("Ordinary Resolution"), and
- 2 resolution 2 below is passed as a special resolution ("Special Resolution"),

(together the "Resolutions")

ORDINARY RESOLUTION

- 1 **THAT** those documents referred to in the schedule to this written resolution (copies of which were circulated with it) be and are hereby approved for execution on behalf of the Company

SPECIAL RESOLUTION

- 2 **THAT** the articles of association of the Company be and are hereby amended as follows
- 2 1 The following wording is to be inserted as a new article number 23

"SPECIAL ARTICLE

23 Notwithstanding anything contained in these Articles, whether expressly or impliedly contradictory to the provisions of this Article 23 (to the effect that any provision contained in this Article 23 shall override any other provision of these Articles)

23 1 The Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer

23 1 1 is to any bank, institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) ("**Secured Institution**") (and a certificate by any such person or an employee of any such person that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts), or

23 1 2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or

23 1 3 is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the Directors shall forthwith register any such transfer or shares upon receipt and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee 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

23 2 The Directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in Article 23 1 1 above)

23 3 The lien set out in Article 7, shall not apply to shares held by a Secured Institution (as defined in Article 23 1 1 above)

Any variation of this Article 23 shall be deemed to be a variation of the rights of each class of share in the capital of the Company "

AGREEMENT

Please read the notes attached to this document before signifying your agreement to the Resolutions

The undersigned, being a person entitled to vote on the above Resolutions on the circulation date hereby irrevocably agrees to the Resolutions

NAME: **BARRETT DESIGN & BUILD LIMITED**

SIGNATURE: 

DATE 24 Sept 2010

Schedule

- 1 An accession agreement with respect to a corporate guarantee between Barrett Structures Limited and Bank of Scotland plc (the "**Bank**") dated 10 August 2007, and
- 2 A deed of debenture ("**Debenture**") to be executed by the Company as chargor in favour of the Bank as chargee, charging the Company's undertaking property and assets to secure the Secured Liabilities (as defined in the Debenture)

NOTES

1 If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

By Hand delivering the signed copy to Lupton Fawcett LLP, Yorkshire House, East Parade, Leeds, LS1 5BD

Post returning the signed copy by post to Lupton Fawcett LLP, Yorkshire House, East Parade, Leeds, LS1 5BD

2 If you do not agree to the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply

3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement

4 Unless sufficient agreement has been received within 28 days of the circulation date referred to above for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date

5 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

6 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

7 The Resolutions must be delivered to Companies House within 15 days of them being passed