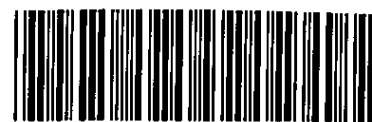


Company Number: 4529757

THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY SHARES
WRITTEN SPECIAL RESOLUTIONS OF
BANNER CHEMICALS HOLDINGS LIMITED

TUESDAY



LD2 31/07/2007 212
COMPANIES HOUSE

**(signed by all members of Banner Chemicals Holdings Limited (the "Company")
on 26 July 2007)**

We, the undersigned, being all the members of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby resolve that the resolutions set out below be and are passed as special resolutions of the Company pursuant to the provisions of Section 381A of the Companies Act 1985 (the "**Act**"), and confirm that such resolutions shall be valid and effectual as if they had been passed at an Extraordinary General Meeting of the Company duly convened and held

- 1 **NOTED** that the Company is being asked to enter into and grant the documents referred to in paragraph 2 below in connection with
 - (a) the acquisition by Blikk Limited (the "**Purchaser**") of the entire issued share capital of Surfachem Group Limited (the "**Target**") to be completed in two stages, first by way of agreement with the members of the Target as at the time of this meeting (the "**First Acquisition**") and secondly by way of agreement with the holders of options over shares in the Target pursuant to which they would exercise their options immediately following the First Acquisition and that the Purchaser would then acquire all those shares (the "**Second Acquisition**") (the First and Second Acquisitions being known together as the "**Acquisition**"),
 - (b) a facility agreement (the "**Facility Agreement**") to be made between 2M Holdings Limited ("**2MH**") (the parent company of the Purchaser) and Yorkshire Bank (a trading name of Clydesdale Bank PLC, a company incorporated in Scotland with company number SC001111) (the "**Lender**") pursuant to which the Lender will make available to 2MH two term loan facilities in the maximum aggregate principal amount of £6,060,000 to assist, inter alia, in the financing of the Acquisitions and to discharge costs and fees in connection with the Acquisitions,
 - (c) the Purchaser, 2MH and certain of 2MH's subsidiaries, the Company, Banner Chemicals Limited, Samuel Banner & Co Limited, Prism Chemicals Limited, M P Storage & Blending Limited, 2M London Limited, SB DormantCo One Limited and SB Dormantco Three Limited, are referred to in this resolution as the "**Banner Group**",
 - (d) the Target and certain of its subsidiaries, Surfachem Limited, Samplerite Limited, Filrite Limited and Netscore Limited are referred to in this resolution as the "**Target Group**",
 - (e) the Target Group and the Banner Group together are referred to in this resolution as the "**Wider Group**" and each member is a "**Wider Group Company**",

- (f) a working capital facility letter (the "**WCF Letter**") to be made between the Purchaser and certain of the Wider Group Companies, Samuel Banner & Co Limited and Surfachem Limited and the Lender pursuant to which the Lender will make available to Samuel Banner & Co Limited and Surfachem Limited working capital facilities in the maximum aggregate principal amount of £1,000,000 to be applied for working capital purposes including inter alia to assist in discharging costs and fees in connection with the Acquisitions,
- (g) invoice finance agreements (the "**Invoice Finance Agreements**") to be made between certain of the Wider Group Companies, Samuel Banner & Co Limited, Prism Chemicals Limited and Surfachem Limited and the Lender pursuant to which the Lender will make available to Samuel Banner & Co Limited, Prism Chemicals Limited and Surfachem Limited invoice finance facilities which may be used to assist, inter alia, in the financing of the Acquisitions and to discharge costs and fees in connection with the Acquisitions,
- (h) each member of the Wider Group would be entering into an intra group loan agreement in order to provide the Purchaser with funds to make the Acquisitions and allow intra group loans between each member of the Wider Group, and
- (i) the Company was required by the Lender to give a guarantee to the Lender of the obligations of each other Wider Group Company and to provide security over its assets to secure the obligations under that guarantee

2 **THAT** the provisions (as the same may be amended, varied, supplemented or substituted from time to time) of the documents referred to below which the Company is proposing to enter into and grant in connection with the matters described above be and are hereby approved and (notwithstanding any personal interest of any of the directors), the board of directors of the Company be and it is hereby specifically authorised, empowered and directed in the name of and on behalf of the Company to complete and enter into such of the following documents to which the Company is or is to become a party

- (a) a debenture to be executed by the Company in favour of the Lender,
- (b) a composite guarantee to be executed by 2MH and each of the Company, Banner Chemicals Limited, Samuel Banner & Co Limited, Prism Chemicals Limited, M P Storage & Blending Limited, 2M London Limited, SB DormantCo One Limited and SB Dormantco Three Limited, the Target and certain of its subsidiaries, Surfachem Limited, Samplerite Limited, Filrite Limited and Netscore Limited in favour of the Lender, pursuant to which the Company was guaranteeing to the Lender the obligations of each other company under the Facility Agreement, WCF Letter, Invoice Finance Agreements and otherwise,
- (c) an intra group funding agreement to be made between 2MH and the various subsidiaries of 2MH,
- (d) such other documentation and to take such action as may be required in order to carry out the matters referred to above,

together the "**Documents**"

- 3 **THAT** the Company is receiving full and fair consideration for the obligations it is undertaking in accordance with the terms of the Documents to which it is party and accordingly, such entry and grant is in the best interests of the Company and is approved

This resolution may be signed in counterpart, so that the signatures of the members may be on separate documents which will be read together to form one resolution

On behalf of 2M Holdings Limited

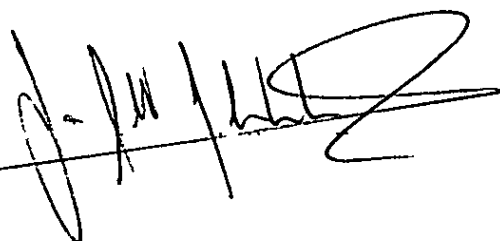
Colin Richard Boyle

G P Cauchois



David Dalton

Ian Fletcher



A J Garlick

Company Number: 4529757

THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY SHARES
WRITTEN SPECIAL RESOLUTIONS OF
BANNER CHEMICALS HOLDINGS LIMITED

**(signed by all members of Banner Chemicals Holdings Limited (the "Company")
on 16 July 2007)**

We, the undersigned, being all the members of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby resolve that the resolutions set out below be and are passed as special resolutions of the Company pursuant to the provisions of Section 381A of the Companies Act 1985 (the "**Act**"), and confirm that such resolutions shall be valid and effectual as if they had been passed at an Extraordinary General Meeting of the Company duly convened and held

- 1 **NOTED** that the Company is being asked to enter into and grant the documents referred to in paragraph 2 below in connection with
 - (a) the acquisition by Blikk Limited (the "**Purchaser**") of the entire issued share capital of Surfachem Group Limited (the "**Target**") to be completed in two stages, first by way of agreement with the members of the Target as at the time of this meeting (the "**First Acquisition**") and secondly by way of agreement with the holders of options over shares in the Target pursuant to which they would exercise their options immediately following the First Acquisition and that the Purchaser would then acquire all those shares (the "**Second Acquisition**") (the First and Second Acquisitions being known together as the "**Acquisition**"),
 - (b) a facility agreement (the "**Facility Agreement**") to be made between 2M Holdings Limited ("**2MH**") (the parent company of the Purchaser) and Yorkshire Bank (a trading name of Clydesdale Bank PLC, a company incorporated in Scotland with company number SC001111) (the "**Lender**") pursuant to which the Lender will make available to 2MH two term loan facilities in the maximum aggregate principal amount of £6,060,000 to assist, inter alia, in the financing of the Acquisitions and to discharge costs and fees in connection with the Acquisitions,
 - (c) the Purchaser, 2MH and certain of 2MH's subsidiaries, the Company, Banner Chemicals Limited, Samuel Banner & Co Limited, Prism Chemicals Limited, M P Storage & Blending Limited, 2M London Limited, SB DormantCo One Limited and SB Dormantco Three Limited, are referred to in this resolution as the "**Banner Group**";
 - (d) the Target and certain of its subsidiaries, Surfachem Limited, Samplente Limited, Filrite Limited and Netscore Limited are referred to in this resolution as the "**Target Group**",
 - (e) the Target Group and the Banner Group together are referred to in this resolution as the "**Wider Group**" and each member is a "**Wider Group Company**",

- (f) a working capital facility letter (the "**WCF Letter**") to be made between the Purchaser and certain of the Wider Group Companies, Samuel Banner & Co Limited and Surfachem Limited and the Lender pursuant to which the Lender will make available to Samuel Banner & Co Limited and Surfachem Limited working capital facilities in the maximum aggregate principal amount of £1,000,000 to be applied for working capital purposes including inter alia to assist in discharging costs and fees in connection with the Acquisitions,
- (g) invoice finance agreements (the "**Invoice Finance Agreements**") to be made between certain of the Wider Group Companies, Samuel Banner & Co Limited, Prism Chemicals Limited and Surfachem Limited and the Lender pursuant to which the Lender will make available to Samuel Banner & Co Limited, Prism Chemicals Limited and Surfachem Limited invoice finance facilities which may be used to assist, inter alia, in the financing of the Acquisitions and to discharge costs and fees in connection with the Acquisitions,
- (h) each member of the Wider Group would be entering into an intra group loan agreement in order to provide the Purchaser with funds to make the Acquisitions and allow intra group loans between each member of the Wider Group, and
- (i) the Company was required by the Lender to give a guarantee to the Lender of the obligations of each other Wider Group Company and to provide security over its assets to secure the obligations under that guarantee

2 **THAT** the provisions (as the same may be amended, varied, supplemented or substituted from time to time) of the documents referred to below which the Company is proposing to enter into and grant in connection with the matters described above be and are hereby approved and (notwithstanding any personal interest of any of the directors), the board of directors of the Company be and it is hereby specifically authorised, empowered and directed in the name of and on behalf of the Company to complete and enter into such of the following documents to which the Company is or is to become a party

- (a) a debenture to be executed by the Company in favour of the Lender,
- (b) a composite guarantee to be executed by 2MH and each of the Company, Banner Chemicals Limited, Samuel Banner & Co Limited, Prism Chemicals Limited, M P Storage & Blending Limited, 2M London Limited, SB DormantCo One Limited and SB DormantCo Three Limited, the Target and certain of its subsidiaries, Surfachem Limited, Samplerite Limited, Filrite Limited and Netscore Limited in favour of the Lender, pursuant to which the Company was guaranteeing to the Lender the obligations of each other company under the Facility Agreement, WCF Letter, Invoice Finance Agreements and otherwise,
- (c) an intra group funding agreement to be made between 2MH and the various subsidiaries of 2MH,
- (d) such other documentation and to take such action as may be required in order to carry out the matters referred to above,

together the "**Documents**"

- 3 **THAT** the Company is receiving full and fair consideration for the obligations it is undertaking in accordance with the terms of the Documents to which it is party and accordingly, such entry and grant is in the best interests of the Company and is approved

This resolution may be signed in counterpart, so that the signatures of the members may be on separate documents which will be read together to form one resolution

On behalf of 2M Holdings Limited

Colin Richard Boyle

G P Cauchois



David Dalton

Ian Fletcher



A J Garlick

Company Number. 4529757

THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY SHARES
WRITTEN SPECIAL RESOLUTIONS OF
BANNER CHEMICALS HOLDINGS LIMITED

(signed by all members of Banner Chemicals Holdings Limited (the "Company")
on **26** July 2007)

We, the undersigned, being all the members of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby resolve that the resolutions set out below be and are passed as special resolutions of the Company pursuant to the provisions of Section 381A of the Companies Act 1985 (the "Act"), and confirm that such resolutions shall be valid and effectual as if they had been passed at an Extraordinary General Meeting of the Company duly convened and held

- 1 **NOTED** that the Company is being asked to enter into and grant the documents referred to in paragraph 2 below in connection with
 - (a) the acquisition by Blikk Limited (the "**Purchaser**") of the entire issued share capital of Surfachem Group Limited (the "**Target**") to be completed in two stages, first by way of agreement with the members of the Target as at the time of this meeting (the "**First Acquisition**") and secondly by way of agreement with the holders of options over shares in the Target pursuant to which they would exercise their options immediately following the First Acquisition and that the Purchaser would then acquire all those shares (the "**Second Acquisition**") (the First and Second Acquisitions being known together as the "**Acquisition**"),
 - (b) a facility agreement (the "**Facility Agreement**") to be made between 2M Holdings Limited ("**2MH**") (the parent company of the Purchaser) and Yorkshire Bank (a trading name of Clydesdale Bank PLC, a company incorporated in Scotland with company number SC001111) (the "**Lender**") pursuant to which the Lender will make available to 2MH two term loan facilities in the maximum aggregate principal amount of £6,060,000 to assist, inter alia, in the financing of the Acquisitions and to discharge costs and fees in connection with the Acquisitions,
 - (c) the Purchaser, 2MH and certain of 2MH's subsidiaries, the Company, Banner Chemicals Limited, Samuel Banner & Co Limited, Prism Chemicals Limited, M P Storage & Blending Limited, 2M London Limited, SB DormantCo One Limited and SB Dormantco Three Limited, are referred to in this resolution as the "**Banner Group**";
 - (d) the Target and certain of its subsidiaries, Surfachem Limited, Samplerite Limited, Filrite Limited and Netscore Limited are referred to in this resolution as the "**Target Group**",
 - (e) the Target Group and the Banner Group together are referred to in this resolution as the "**Wider Group**" and each member is a "**Wider Group Company**",

- (f) a working capital facility letter (the "**WCF Letter**") to be made between the Purchaser and certain of the Wider Group Companies, Samuel Banner & Co Limited and Surfachem Limited and the Lender pursuant to which the Lender will make available to Samuel Banner & Co Limited and Surfachem Limited working capital facilities in the maximum aggregate principal amount of £1,000,000 to be applied for working capital purposes including inter alia to assist in discharging costs and fees in connection with the Acquisitions,
 - (g) invoice finance agreements (the "**Invoice Finance Agreements**") to be made between certain of the Wider Group Companies, Samuel Banner & Co Limited, Prism Chemicals Limited and Surfachem Limited and the Lender pursuant to which the Lender will make available to Samuel Banner & Co Limited, Prism Chemicals Limited and Surfachem Limited invoice finance facilities which may be used to assist, inter alia, in the financing of the Acquisitions and to discharge costs and fees in connection with the Acquisitions,
 - (h) each member of the Wider Group would be entering into an intra group loan agreement in order to provide the Purchaser with funds to make the Acquisitions and allow intra group loans between each member of the Wider Group, and
 - (i) the Company was required by the Lender to give a guarantee to the Lender of the obligations of each other Wider Group Company and to provide security over its assets to secure the obligations under that guarantee
- 2 **THAT** the provisions (as the same may be amended, varied, supplemented or substituted from time to time) of the documents referred to below which the Company is proposing to enter into and grant in connection with the matters described above be and are hereby approved and (notwithstanding any personal interest of any of the directors), the board of directors of the Company be and it is hereby specifically authorised, empowered and directed in the name of and on behalf of the Company to complete and enter into such of the following documents to which the Company is or is to become a party
- (a) a debenture to be executed by the Company in favour of the Lender,
 - (b) a composite guarantee to be executed by 2MH and each of the Company, Banner Chemicals Limited, Samuel Banner & Co Limited, Prism Chemicals Limited, M P Storage & Blending Limited, 2M London Limited, SB DormantCo One Limited and SB Dormantco Three Limited, the Target and certain of its subsidiaries, Surfachem Limited, Samplerite Limited, Filrite Limited and Netscore Limited in favour of the Lender, pursuant to which the Company was guaranteeing to the Lender the obligations of each other company under the Facility Agreement, WCF Letter, Invoice Finance Agreements and otherwise;
 - (c) an intra group funding agreement to be made between 2MH and the various subsidiaries of 2MH;
 - (d) such other documentation and to take such action as may be required in order to carry out the matters referred to above,

together the "**Documents**"

- 3 **THAT** the Company is receiving full and fair consideration for the obligations it is undertaking in accordance with the terms of the Documents to which it is party and accordingly, such entry and grant is in the best interests of the Company and is approved

This resolution may be signed in counterpart, so that the signatures of the members may be on separate documents which will be read together to form one resolution


On behalf of 2M Holdings Limited

Colin Richard Boyle

G P Cauchois

David Dalton

Ian Fletcher

A J Garlick

Company Number: 4529757

THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY SHARES
WRITTEN SPECIAL RESOLUTIONS OF
BANNER CHEMICALS HOLDINGS LIMITED

**(signed by all members of Banner Chemicals Holdings Limited (the "Company")
on 26 July 2007)**

We, the undersigned, being all the members of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby resolve that the resolutions set out below be and are passed as special resolutions of the Company pursuant to the provisions of Section 381A of the Companies Act 1985 (the "**Act**"), and confirm that such resolutions shall be valid and effectual as if they had been passed at an Extraordinary General Meeting of the Company duly convened and held

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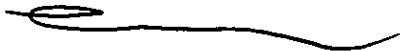
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On behalf of 2M Holdings Limited



Colin Richard Boyle

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