

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**ORDINARY RESOLUTIONS**

**Pursuant to Chapter 2 of Part 13 of the Companies Act 2006**

**of**

**SANDWELL LIFT COMPANY LIMITED**

**Passed on 14 May 2009**

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Pursuant to Written Resolutions of the members of the Company the following were unanimously passed as **ORDINARY RESOLUTIONS** by the members entitled to receive notice of, attend and vote at General Meetings of the Company.

**1. Increase in authorised capital**

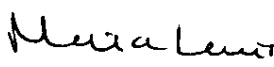
**THAT** the authorised share capital of the Company be increased from £4,995 to £854,995 by the creation:

- (i) 170,000 class A ordinary shares of £1.00 each;
- (ii) 170,000 class B ordinary shares of £1.00 each; and
- (iii) 510,000 class C ordinary shares of £1.00 each,

all such shares having the respective rights set out in the articles of association of the Company.

**2. Authority to issue shares (Section 80)**

**THAT** the directors be generally and unconditionally authorised in accordance with section 80, Companies Act 1985, to allot relevant securities (within the meaning of section 80(2) of the Companies Act 1985) up to a maximum aggregate nominal amount of £850,000, such authority to expire on the date that is 5 years after the date hereof, but so that the Company may, before the expiry of such period, make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such period and the directors may allot relevant securities pursuant to such an offer or agreement as if the authority had not expired.

  
Secretary

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