

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

of

CHANCERYGATE (COWLEY) LIMITED

(Company Number: 05234274)

18th December 2008 ("Circulation Date")

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of Chancerygate (Cowley) Limited (the "**Company**") propose that the resolutions numbered 1 and 2 below are passed as ordinary resolutions and the resolution numbered 3 below is passed as a special resolution of the sole member of the Company. The resolutions set out below are referred to in this document as the "**Resolutions**".

ORDINARY RESOLUTIONS

1. **THAT** the terms of, and the transactions contemplated by, a facility agreement (the "**Facility Agreement**") to be entered into by, inter alios, Helical Bar plc ("**Helical**") as borrower, the Company and certain of Helical's subsidiaries as guarantors and Barclays Bank PLC as original lender (the "**Lender**"), (pursuant to which the Company would guarantee Helical's obligations under the Finance Documents (as defined in the Facility Agreement)), a copy of which is attached to this resolution, be approved and any officer of the Company be authorised to execute the Facility Agreement and any documents incidental to it on behalf of the Company in accordance with the law.
2. **THAT** the terms of a security agreement (the "**Security Agreement**") to be entered into between the Company as chargor and the Lender as security agent pursuant to which the Company charges in favour of the Lender all of the Company's property and assets, a copy of which is attached to this resolution, be approved and any officer of the Company be authorised to execute the Security Agreement and any documents incidental to it on behalf of the Company in accordance with the law.

SPECIAL RESOLUTION

3. **THAT** the articles of association of the Company be and are hereby altered by:
 - 3.1 inserting the following new article 3.2:

"3.2 Notwithstanding Article 3.1, where any share is subject to a security agreement pursuant to which a security interest has been granted in respect of such shares the provisions of Regulation 8 of Table A shall apply."
 - and by renumbering the existing article 3.2 as article 3.3; and
 - 3.2 inserting the following new articles 12.2 and 12.3

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"12.2 Notwithstanding Article 3.1, in the case of any transfer of any share made pursuant to, or in connection with, any security agreement pursuant to which a security interest has been granted in respect of such share to any bank or institution, or to any nominee of such bank or institution (a "**Secured Institution**"), the directors may not in any circumstances refuse to register the transfer and the Secretary shall promptly register (without the need for any authority from the directors to do so), where an instrument of transfer is lodged at the registered office accompanied by the certificate for the shares to which it relates and a certificate by the Secured Institution to who such security has been granted that the transfer was executed pursuant to or in connection with such a security agreement.

12.3 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 be required to offer the shares which are to be the subject of any transfer 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 consideration or not."

We, the undersigned, being the sole member of the Company entitled to vote on the Resolutions on 18th December 2008 hereby agree to the Resolutions.

Name of member

Signature

Signed for and on behalf of
Helical Bar Developments (South East) Limited



By

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Notes:

1. *You may choose to agree to the Resolutions or not.*
2. *If you agree to the Resolutions, please signify your agreement by signing this document where indicated above and returning it to the Company as soon as possible and in any event so as to be received by the Company by not later than 28 days after the Circulation Date.*
3. *Once you have signified your agreement to the Resolutions, you may not revoke your agreement.*
4. *If the Resolutions have not been passed by not later than 28 days after the Circulation Date, they will lapse.*
5. *If you do not agree to the Resolutions, you need not take any action; you will not be deemed to agree to the Resolutions if you do not reply.*