

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

-of-

REDGLADE ASSOCIATES LIMITED

("the Company")

Passed 6 MARCH 2006

Pursuant to section 381A of the Companies Act 1985 we, the undersigned, being the holder of all of the shares giving a right to attend and vote at a general meeting of the Company, hereby resolve that the following resolution be duly passed as a special resolution of the Company.

SPECIAL RESOLUTION

- 1 **THAT** it is in the best interests of, and to the further benefit and advantage of the Company to enter into the following documents (copies of which are attached hereto) and the transactions thereby contemplated **BE AND THEY ARE HEREBY APPROVED:**
- (a) a disposition relating to two plots of ground on the North West side of Glenburn Road, East Kilbride, Glasgow, registered at the Land Registry of Scotland under Title Number LAN90951 (the "Property") between the Company and Hayward Tyler Limited ("HTL") (the "Disposition");
 - (b) a lease-back agreement relating to the Property between the Company and HTL incorporating a guarantee in favour of Nationwide Building Society by Hayward Tyler Group Limited ("HTGL") (the "Lease Agreement");
 - (c) a first ranking standard security relating to the Property in favour of Nationwide Building Society (the "Standard Security");
 - (d) a debenture in favour of Nationwide Building Society containing fixed and floating charges over all of the Company's assets and undertaking (the "Debenture");
 - (e) an assignation of rental income in connection with the Lease Agreement in favour of Nationwide Building Society (the "Assignation");



- (f) a loan agreement dated 14 and 26 October 2005 under which Nationwide Building Society ("Nationwide") are to lend the Company the sum of £750,000 (the "Nationwide Loan Agreement") to be utilised by the Company to finance its acquisition of the Property ;
- (g) an inter-company loan agreement under which the balance of the purchase price of £408,260.25 is to be left outstanding on inter-company loan account as a debt due from the Company to HTL. (the "HTL Loan Agreement");
- (h) a guarantee in favour of Venture Finance plc ("VF") in terms of which the Company inter alia guarantees the obligations of HTL and others to VF (the "VF Guarantee");
- (i) a second ranking standard security relating to the Property in favour of VF (the "VF Standard Security");
- (j) a debenture in favour of VF containing fixed and floating charges over all of the Company's assets and undertaking ("the VF Debenture"); and
- (k) a ranking agreement among the Company, Nationwide Building Society and VF regulating the ranking of the Standard Security, Debenture, VF Standard Security and VF Debenture (the "Ranking Agreement").

2 **THAT** the directors are instructed to take any action in connection with the negotiation, execution, delivery and performance of the documents referred to above as they shall deem necessary or appropriate and that notwithstanding that Geoffrey Dart and Ewan Lloyd-Baker are directors of HTL and HTGL as well as the Company



Director, for and on behalf of

SOUTHBANK UK PLC