

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

PETER BARRATT'S (G & S) LIMITED (the "Company")

(Registered in England and Wales under company number 06343665)

Circulation Date: 24 February 2009

THURSDAY



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26/03/2009

COMPANIES HOUSE

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We, the undersigned, being members of the Company entitled to vote on the following resolutions on the Circulation Date, hereby agree to the following resolutions in accordance with Chapter 2 of Part 13 of the Companies Act 2006.

Ordinary Resolution

1 APPROVAL OF DOCUMENTATION

That the terms, and the transactions contemplated by, a restructuring agreement between, amongst others, West Coast Capital (Hortis) Group Limited, West Coast Capital (Hortis) Limited and Bank of Scotland plc, as agent and security agent (the "Restructuring Agreement") be and is hereby approved.

Ordinary Resolution

2 INCREASE OF SHARE CAPITAL

That, subject to the completion of Step 20 in the Restructuring Agreement, the authorised share capital of the Company be and is hereby increased from £1,000 to £6,001,000 by the creation of an additional 6,000,000 ordinary shares of £1.00 each ranking *pari passu* in all respects with the existing 1,000 ordinary shares of £1.00 each each in the capital of the Company.

Ordinary Resolution

3 SECTION 80 AUTHORITY

That, subject to the approval of Resolution 2 above, for the purposes of section 80 of the Companies Act 1985, the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Companies Act 1985) subject always to the provisions of the articles of association of the Company provided that:

- (a) the maximum total nominal amount of relevant securities to be allotted in pursuance of such authority shall be £6,000,000; and
- (b) this authority shall expire, unless sooner revoked or varied by the Company in general meeting, on the fifth anniversary of the circulation date of these Resolutions save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted

after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

Special Resolution

4 SECTION 89 DISAPPLICATION

That, subject to the approval of Resolution 3 above, pursuant to section 95(1) of the Companies Act 1985, section 89(1) of that Act shall not apply to any allotment of equity securities (within the meaning of section 94 of that Act) in the capital of the Company.

Special Resolution

5 PRE-EMPTION RIGHTS UNDER THE ARTICLES

That, subject to the approval of Resolution 3 above, the rights of pre-emption set out in the articles of association of the Company shall not apply to any issue and allotment of relevant securities (within the meaning of section 80(2) of the Companies Act 1985) by the Directors of the Company up to the maximum total nominal amount authorised in accordance with Resolution 3.

Special Resolution

6 CAPITALISATION

That, subject to the completion of Step 21 in the Restructuring Agreement, £6,000,000 of the amount owed to Wyevale Acquisitions Borrower Limited by the Company be applied in paying up in full an additional 6,000,000 ordinary shares of £1.00 each in the capital of the Company.



.....
Duly authorised for Wyevale Acquisitions Borrower Limited

Date of agreement to resolutions: *24 February 2009*

ACCOMPANYING STATEMENT TO PROPOSED WRITTEN RESOLUTIONS

The directors of Peter Barratt's (G&S) Limited have proposed that the attached written resolutions be passed as an ordinary resolution in the case of resolution numbers 1, 2 and 3 and a special resolution in the case of resolution numbers 4, 5 and 6 by members pursuant to section 288 of the Companies Act 2006.

How to agree to these resolutions

You can choose to signify your agreement to the proposed written resolutions by signing and dating the attached resolutions and returning them to the company using one of the following methods:

- (a) **By hand:** by delivering it to c/o McGrigors LLP, Pacific House, 70 Wellington Street, Glasgow, G2 6SB (FAO Barry McCaig);
- (b) **By post:** by posting it to c/o McGrigors LLP, Pacific House, 70 Wellington Street, Glasgow, G2 6SB (FAO Barry McCaig); and
- (c) **By fax:** by faxing it to +44 (0) 141 221 1390 marked "For the attention of Barry McCaig".

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 respond.

What is the deadline for confirming agreement?

The attached written resolutions must be passed by *24 March* 2009 and, if you agree to the resolutions, you must ensure that your agreement reaches us before or on that date by complying with the steps set out above. If not passed by that date the written resolutions will lapse and the agreement of any member signified after that date will be ineffective. If you do not agree to the resolutions, you do not need to do anything. Once you have given your agreement in accordance with the steps set out above, you may not revoke such agreement.

Joint Holders

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.

Powers of Attorney

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