

Company No: SC 236062

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THE COMPANIES ACTS 1985 to 1989

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COMPANY LIMITED BY SHARES

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WRITTEN RESOLUTIONS

of

BAXTERSMITH (SCOTLAND) LIMITED ("the Company")

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The following Resolutions are a copy of the Written Resolutions of the Company agreed by the members of the company in accordance with Section 381A of the companies Act 1985:

SPECIAL RESOLUTION

- 1 "That pursuant to Section 155 of the Companies Act 1985, the Company is authorised to give the following financial assistance to Derbreck Limited ("the Purchaser") for the purchase of shares in the Company:
- (a) the provision to The Royal Bank of Scotland plc ("the Bank") of a guarantee ("the Guarantee") to guarantee the obligations of the Purchaser under, inter alia, the Facility Letter;
  - (b) the grant by the Company of a Bond and Floating Charge ("the Floating Charge") pursuant to which the Company will grant a floating charge over the undertaking and all property and assets present and future including goodwill, book debts, uncalled capital, buildings, fixtures, fixed plant and machinery of the Company in order to secure its present and future obligations and liabilities to the Bank."

ORDINARY RESOLUTION

- 2 "That the Company hereby approves of and consents to the actions of the directors of the Company in executing and delivering the Guarantee and the Floating Charge."

A handwritten signature in black ink, appearing to read "Alun All", is written over a horizontal line.

Director

Date:

26/11/04