

Company number 02018211

The Companies Act 2006

Company limited by shares

Written resolutions

of

Saxton Bampfylde Hever Limited (the "Company")

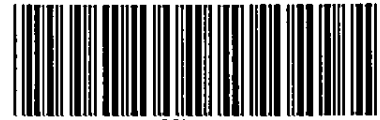
26 June 2008 (the "Circulation Date")

WE, being all the members of the Company who would be regarded for the purpose of Chapter 2 of Part 13 of the Companies Act 2006 (the "Act") as entitled to receive notice and to attend a general meeting of the Company and to vote on the resolutions set out below and having been supplied with a copy of the statutory declaration made pursuant to section 155 of the Companies Act 1985 (the "1985 Act") and the auditors' report annexed thereto and copies of all draft documents referred to in this resolution, **HEREBY PASS THE FOLLOWING RESOLUTIONS IN WRITING**, as special resolutions of the Company, and hereby irrevocably agree in accordance with section 288 of the Act that the said resolutions shall for all purposes be valid and effective as if passed as special resolutions at a general meeting of the Company duly convened and held

Special Resolutions

- 1 **That** the giving of financial assistance by the Company pursuant to sections 151-158 of the 1985 Act, to Chatel 08 Limited, a company registered in England and Wales under company number 06615372 (the "**Purchaser**"), for the purpose of acquiring shares in the Company (the "**Acquisition**") and the terms and arrangements contemplated by the execution and delivery by the Company of the following documents and the performance by the Company of its obligations under those documents (such documents being entered into by the Company in relation to bank credit facilities of a sum of £429,300 (the "**Facilities**") being made available by Coutts & Co (the "**Bank**") to the Purchaser pursuant to a facilities agreement (the "**Facilities Agreement**") for the purpose of financing the Acquisition):
 - 1 1 a limited intercompany guarantee (the "**Guarantee**") for £429,300 to be entered into by the Company pursuant to which the Company will (amongst other things) guarantee to discharge on demand the Debtor's Obligations (as defined therein) together with Interest (as defined therein) from the date of demand payable by the Debtor (as defined therein) to the Bank;
 - 1 2 a debenture (the "**Debenture**") to be granted by the Company in favour of the Bank pursuant to which the Company covenants to discharge on demand the Company's Obligations (as defined therein) and as a continuing security for such discharge grant

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in favour of the Bank a legal mortgage and fixed charges over certain of its assets specified therein and a floating charge over the rest of its undertaking and assets,

- 1 3 an overdraft facility between (1) the Company and (2) the Bank (the "**Working Capital Facility**") pursuant to which the Bank makes available an overdraft facility of £200,000 to the Company;
- 1.4 an inter-company loan agreement (the "**Funding Agreement**") between (1) the Purchaser and (2) the Company pursuant to which the Company agrees to provide funds to the Purchaser, to enable it to meet its obligations to the Bank unless it is unable to do so by reason of its insolvency;
- 1 5 a letter (the "**Support Letter**") from the Purchaser to the Company confirming that it will (so far as able) provide sufficient funds to enable the Company to pay its debts as they fall due during the year immediately following the date on which the Company gives financial assistance for the purpose of the Acquisition;

(the documents listed in paragraph 1 1 to 1 4 (inclusive) together the "**Whitewash Documents**", such Whitewash Documents being in the form of the drafts supplied to the below named members of the Company),


be and are approved.


- 2 **That** notwithstanding any provisions of the Company's memorandum and articles of association or any personal interest of any of the Company's directors, the Company's directors and/or Secretary be and are hereby empowered, authorised and directed to execute and deliver the Whitewash Documents and the Support Letter for and on behalf of the Company (in such manner and subject to such changes as they, in their absolute discretion, think fit)
3. **That**, notwithstanding that the execution, delivery and performance by the Company of the Whitewash Documents and the performance of its obligations thereunder might be held to constitute the giving by the Company of financial assistance within sections 151-158 of the 1985 Act, the giving of financial assistance by the Company in the form and on the terms set out in the statutory declaration (including the auditors' report(s) attached thereto) attached to this written resolution be and is hereby approved.


Important:


Please read the notes at the end of this document before signifying your agreement to the Special Resolutions.

We, the undersigned, being the persons entitled to vote on the resolutions on the Circulation Date (see Notes 4 and 5 below), hereby irrevocably agree to the Special Resolutions

Signed 
Name Stephen Bampfylde
Number of class A shares 9450
Date . . . 26 JUNE 2008 . . .

Signed:  . . .
Name Lord Dennis Stevenson
Number of class B shares 3051
Date . . . 26 JUNE 2008 . . .

Signed 
Name Peter Wallis
Number of class B shares 999
Date . . . 26 JUNE 2008 . . .

Signed: 
Name Douglas Board
Number of class A shares 1050
Number of class B shares 450
Date . . . 26 JUNE 2008 . . .

.
duly authorised signatory
for and on behalf of
Hat Pin plc (in administration)
Number of class A shares: 24,500
Number of class B shares: 10,500
Date:

A copy of this written resolution has been supplied to the auditors of the Company.

We, the undersigned, being the persons entitled to vote on the resolutions on the Circulation Date (*see Notes 4 and 5 below*), hereby irrevocably agree to the Special Resolutions

Signed

Name Stephen Bampfylde

Number of class A shares 9450

Date

Signed

Name Lord Dennis Stevenson

Number of class B shares 3051

Date

Signed

Name Peter Wallis

Number of class B shares 999

Date

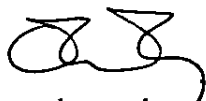
Signed

Name Douglas Board

Number of class A shares 1050

Number of class B shares 450

Date



duly authorised signatory

for and on behalf of

Hat Pin plc (in administration)

acting by one of its administrators

as agent of the company without personal liability

Number of class A shares 24,500

Number of class B shares 10,500

Date 26 June 2008

A copy of this written resolution has been supplied to the auditors of the Company.

IMPORTANT

Notes to shareholders about the proposed Written Resolutions

1. You can choose to agree to all of the Special Resolutions or none of them, but you cannot agree to only some of them. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using any one of the following methods
 - By hand (by delivering the signed copy to the Company at the offices of Osborne Clarke at One London Wall, London EC2Y 5EB marked for the attention of Stephen Bampfylde),
 - By fax (by faxing a signed copy to 020 7105 7193 marked for the attention of Zoe Smallman), or
 - By email (by attaching a scanned copy of the signed document to an email and sending it to zoe.smallman@osborneclarke.com) Please enter "Written resolutions circulated on [*Circulation Date*]" in the email subject box
2. **The resolutions will lapse if sufficient votes in favour of them have not been received within 28 days after the Circulation Date.** Unless you do not wish to vote on any of the resolutions, please ensure that your agreement reaches the Company on or before this date and time. If the Company has not received this document from you by then you will be deemed to have voted against all of the resolutions.
3. Once you have signified your agreement to the resolutions such agreement cannot be revoked
4. In the case of joint holders of shares, only the vote of the holder whose name appears first in the register of members of the Company in respect of such joint holding will be counted by the Company to the exclusion of the other joint holder(s)
5. If a member has exercised the right, pursuant to the Company's articles of association and section 145 of the Act, to nominate another person to exercise a right to vote on a written resolution, then the vote of that nominee will be counted by the Company to the exclusion of the member.
6. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.