

Company No: 04139456

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTIONS IN WRITING

WEDNESDAY



A1N4UOMP
A16 05/12/2012 #327
COMPANIES HOUSE

of

GUARDIAN INDUSTRIES UK LIMITED

("Company")

Passed the 27 day of November 2012

By a written resolution agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "Act") by or on behalf of the required number of the members of the Company who, at the date of circulating the resolution, were entitled to vote on the resolution the following resolutions of the Company were duly passed:

ORDINARY RESOLUTION

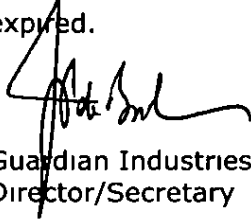
- 6 **THAT** in accordance with section 551 of the Act, the directors be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £60,000,000 (exclusive of the shares in issue at the date this resolution is passed) provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is five years from the date this resolution is passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of that offer or agreement notwithstanding that the authority conferred by this resolution has expired

This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Act.

SPECIAL RESOLUTION

- 7 **THAT** subject to the passing of resolution 1 and in accordance with section 570 of the Act, the directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 1, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall
- 7.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £60,000,000 (exclusive of the equity securities in issue at the date this resolution is passed), and
- 7.2 expire on the date which is five years from the date this resolution is passed (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement

which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

A handwritten signature in black ink, appearing to be 'M. S. L.', written over the printed text of the signature line.

Signed Guardian Industries UK Limited
Director/Secretary

Dated: 27. 11. 2012