

**THE COMPANIES ACT 2006**  
**A PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**OF**  
**PARKEM LIMITED**  
**("the Company")**



**Please read the notes at the end of this document**

The members of the Company noted that a statutory declaration sworn by the directors of the Company together with reports of the auditors of the Company have been made available to them for inspection

**DEFINITIONS**

In these Resolutions the following words and expressions shall have the following meanings unless the context otherwise requires

Acquisition	the acquisition of the entire issued share capital of the Company by the Buyer,
Bank	Alliance & Leicester plc (Company Number 03263713) acting by its trading division Alliance & Leicester Commercial Bank, East Midlands Business Centre, Permanent House, Horsefair Street, Leicester, LE1 5BJ,
Bank Debenture	the debenture to be granted by the Company to the Bank creating fixed and floating charges over all the property, assets and undertaking of the Company,
Bank Facilities	the Short Term Loan Facility and the Long Term Loan Facility,
Bank Guarantee	the guarantee to be entered into by the Company in favour of the Bank in which the Company is to guarantee to the Bank the

	obligations and liabilities of the other members of the Group,
Buyer	F W Pickford (Parkem) Limited (Company Number 06459780),
F W Kettering	F W Pickford (Kettering) Limited (Company Number 05475022),
F W Leicester	F W Pickford (Leicester) Limited (Company Number 01171012),
Group	the Company, the Buyer, Pillbox, F W Kettering, and F W Leicester,
Intra-Group Loan Agreement	the intra-group loan agreement to be entered into between the Company and the Buyer pursuant to which monies may be loaned to or borrowed by the Buyer,
Legal Charges	the two legal charges to be granted by the Company to the Bank creating fixed legal charges over the Properties,
Long Term Loan Facility	the long term loan facility in the maximum aggregate amount of £685,000 to be granted to the Buyer by the Bank on today's date,
Pillbox	The Pillbox & Case Company Limited (Company Number 04295282),
Properties	19 Norwich Road, Leicester, LE4 0LR and 21 Norwich Road, Leicester, LE4 0LR,
Short Term Loan Facility	the short term loan facility in the maximum aggregate amount of £375,000 to be granted to the Buyer by the Bank on today's date,

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that the following resolutions are passed as special resolutions

### **SPECIAL RESOLUTIONS**

- 1 THAT the memorandum of association of the Company be amended by the insertion of the following sub-clause as new sub-clause (s) and the renumbering of the existing sub-clause (s) as sub-clause (t)

"Subject to due compliance with the provisions of sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in sections 151 and/or section 152 of the Act) "

2 THAT

2 1 the provisions (as the same may be amended, varied, supplemented or substituted from time to time) of the documents referred to below which the Company is proposing to enter into and grant in connection with the Acquisition (it being noted that the Bank Facilities will not be advanced unless such acquisition is made), be and are approved and (notwithstanding any provisions of the Memorandum and Articles of Association of the Company or any personal interest of any of the directors) the Directors of the Company be and are empowered, authorised and directed to complete and enter into the following documents to which the Company is or is to become a party

2 1 1 the Bank Composite Guarantee,

2 1 2 the Bank Debenture,

2 1 3 the Intra-Group Loan Agreement, and

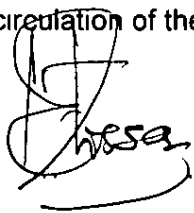
2 1 4 the Legal Charges

(the above documents, together "**the Documents**" and individually "**a Document**")

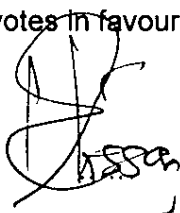
3 That notwithstanding that the entering into and the granting of certain of the Documents to which the Company is a party would constitute financial assistance within the meaning of Sections 151 to 158 (inclusive) of the Act, subject to the procedures set out in Sections 155-158 of the Act being followed, the giving of such financial assistance be and is approved and that the Company entering into or granting the Documents be and is approved

Signed by, or by its duly authorised representatives on behalf of, all of the members of the Company who as at the date of these resolutions would be entitled to attend and vote at a general meeting had the resolutions been put to such a meeting

The undersigned, persons who are entitled to vote on the above resolutions on the date of circulation of them, irrevocably votes in favour of them



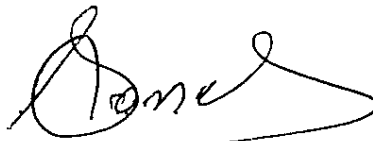
KAMAL TOSSAR



SIGNATURE

4/3/08

DATE



4/3/08

SUDHABEN TOSSAR

SIGNATURE

DATE

Notes

- 1 The resolutions are proposed as special resolutions and each requires members holding not less than 75 per cent of the total voting rights of members entitled to vote on the resolutions to vote in favour of them to be passed
- 2 The date of circulation of the resolutions is 4/3/08 2008
- 3 Unless the resolutions are passed by 3/3/08 2008 they will lapse If you agree to the resolutions please ensure your agreement reaches us before or during this date
- 4 If you agree with the resolutions, please indicate your agreement to them by signing and dating this document where indicated above and returning it by post or hand delivery to the Company,
- 5 Once you have agreed to the resolutions you may not revoke your agreement
- 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