

No: 1089916

**THE COMPANIES ACT 1985**



**PRIVATE COMPANY LIMITED BY SHARES**

**SPECIAL RESOLUTIONS  
OF  
DENNIS ORME LIMITED**

At an Extraordinary General Meeting of the Company duly convened and held at *Windsor House* on  
*24 June* 1999 the following Resolutions were duly passed as  
Special Resolutions:-

**SPECIAL RESOLUTIONS**

1. That in connection with the acquisition of the entire issued share capital of the Company by Furniture Exhibition Centre Limited ("Purchaser") and in accordance with Section 155(4) of the Companies Act 1985 the Company be and is hereby authorised to give the financial assistance (details of which are set out in the statutory declaration (Form 155(6)(a)) sworn by the sole Director of the Company on the date of the meeting, which statutory declaration and the Auditors' report attached to it have been considered by the Meeting).
2. That the Company be authorised to enter into an unlimited cross guarantee with the Purchaser in favour of Midland Bank plc ("the Bank") to secure all liabilities of the Company and the Purchaser to the Bank.
3. That the Company be authorised to execute a debenture in favour of the Bank pursuant to which the Company creates fixed and floating charges over its assets and undertaking as security for all liabilities from time to time due, owing or incurred to the Bank.
4. That the Company be authorised to execute a legal charge in favour of the Bank pursuant to which the Company creates a first fixed legal charge and its freehold property at 71 and 73 Southgate Street, Gloucester.



5. That the Company be authorised to execute a legal charge in favour of the Bank pursuant to which the Company creates a first fixed legal charge and its freehold property at 6-9 Cornmarket, Worcester.
6. That the Company be authorised to execute a trust deed in favour of David Orme and Richard Orme ("Trustees") creating fixed and floating charges over its assets and undertaking as security for all monies and obligations arising under or pursuant to the £215,000 guaranteed secured debenture stock 2010 issued by the Purchaser.
7. That the Company be authorised to enter into a deed of priorities between the Bank (1) the Trustees (2) the Purchaser (3) and the Company (4) to regulate the respective securities granted by the Purchaser and the Company in favour of the Bank and the Trustees.
8. That the Company be authorised to advance up to £200,000 to the Purchaser on inter-company loan account, unsecured, on terms that such monies were interest-free until repayment is demanded and that they are to be repayable upon demand.
9. That the name of the Company be changed to "Furniture Exhibition Centres Limited".

DATED

24 June

1999

Chairman

**FOR INFORMATION ONLY**  
**— THIS RESOLUTION PROCESSED SEPARATELY**