

## **WRITTEN RESOLUTION**

This document is important and requires your immediate attention.

Before signing the document, please read the Notes below.

Company Number 01322580

### **THE COMPANIES ACTS 1985 AND 2006 PRIVATE COMPANY LIMITED BY SHARES**

#### **WRITTEN RESOLUTION of G.J. VAGG (FLOORING) LIMITED (the "Company")**

We, the undersigned, being members of the Company eligible to attend and vote at general meetings of the Company, hereby pass the following resolutions designated as Special Resolutions in respect of resolutions 1 and 2 and as an Ordinary Resolution in respect of resolution 3 and agree that the said resolutions shall be valid and effective as if they had been passed at a general meeting of the Company duly convened and held:

IT IS RESOLVED:

#### **Resolution 1**

THAT the Articles of Association of the Company be amended by the adoption of a new Article 19 namely:

'Subject to the provisions of Part V of the Companies Act 1985 (as amended) the Company shall have power.

- (1) Pursuant to Sections 159 and 160 of that Act to issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder and in such manner as shall be provided by the Articles of the Company.
- (2) Pursuant to Section 162 of that Act to purchase its own shares (including any redeemable shares
- (3) Pursuant to Section 170 of that Act to make a payment out of capital in respect of any such redemption or purchase

WEDNESDAY



A49

\*A67B31NP\*

23/07/2008

167

COMPANIES HOUSE

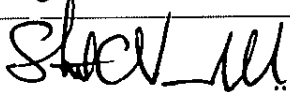
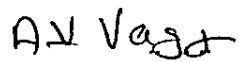
Regulations 3 and 10 in Table A shall not apply to the Company.'

## Resolution 2

THAT the contract proposed to be made between the Company and Mrs Alma Violet Vagg for the purchase by the Company of 2,091 ordinary shares of £1.00 each fully paid in the capital of the Company upon the terms of the draft appended hereto and initialled by the Chairman of the Board of Directors for the purposes of identification be and is hereby authorised.

## Resolution 3

THAT in accordance with Section 191(1) of the Companies Act 2006 the purchase by the Company of 2,091 ordinary shares of £1.00 each in the capital of the Company from Mrs Alma Violet Vagg, a director of the Company, for the sum of £59,000 be approved.

Signature	Date	All	Res. 1	Res. 2	Res. 3
 Mr S C Varndall	18/7/08	SN			
 Mrs A V Vagg	18/7/08	AV Vagg			

## Notes:

- These written resolutions have been proposed by the directors of the Company. The purpose of each resolution is  
**Resolution 1 (Res. 1)** to amend the Articles of Association of the Company so as to provide the Company with the power to purchase its own shares. As the resolution is a special resolution the requisite majority needed to pass the resolution is three-fourths of the members eligible to vote.  
**Resolution 2 (Res. 2):** to approve a proposed purchase by the Company of its own shares. As the resolution is a special resolution the requisite majority needed to pass the resolution is three-fourths of the members eligible to vote  
**Resolution 3 (Res. 3).** to approve a proposed purchase by the Company of its own shares from a director of the Company. As the resolution is an ordinary resolution the requisite majority needed to pass the resolution is a simple majority of the members eligible to vote
- The circulation date of these written resolutions is 18 July 2008.
- If you agree to all resolutions, please signify your agreement by signing against your name where indicated, enter the date on which you signed the document and initial the box marked "all" Please then return the document to the Company

- 4 If you agree to some, but not all, of the resolutions, please signify your agreement to those resolutions that you do agree to by signing against your name where indicated, enter the date on which you signed the document and initial *only* those boxes relating to the corresponding resolutions to which you agree Please then return the document to the Company.
5. If you sign the document and return it to the Company without indicating whether you agree to all the resolutions or any particular resolution being passed, it will be assumed by the company that you agree to all the resolutions being passed
6. If you return the document signed, but undated, it will be assumed by the Company that you signed the document on the day preceding the day on which it was received by the company
- 7 If not passed by the requisite majority of members, these written resolutions shall lapse 21 days after the date of circulation in Note 2 above
8. Once these resolutions have been signed and returned to the Company, your agreement to them may not be revoked.