

Number of Company: 01726521



The Companies Act 1985
COMPANY LIMITED BY SHARES
RESOLUTIONS
OF
DOORS AND WINDOWS LIMITED

(Pursuant to Section 378 of the Companies Act 1985)
Passed on 30 October 2003

AT AN EXTRAORDINARY MEETING of the above named Company, duly convened, and held at 31 Houndiscombe Road, Plymouth on the 30th day of October 2003 at 12.00 noon, the subjoined ORDINARY and SPECIAL RESOLUTIONS were duly passed vis:

ORDINARY RESOLUTION

- 1 THAT the authorised share capital of £50,000 ordinary shares be amended to allow additional classes of shares to be issued by changing the class of 2 ordinary shares to the following, 1 non-cumulative redeemable "A" preference share of £1.00 and 1 non-cumulative redeemable "B" preference share of £1.00.

SPECIAL RESOLUTIONS

- 2 THAT the Articles of Association of the Company be amended in the manner following that is to say:

By renumbering the present Articles 4 to 20 (inclusive) as Articles 4 to 21 (inclusive) and by adopting a new Article 4 namely:

The share capital of the Company at the date of adoption of these Articles is £50,000 divided into 49,998 ordinary shares of £1.00 each, 1 non-cumulative redeemable "A" preference share of £1.00 and 1 non-cumulative redeemable "B" preference share of £1.00. The ordinary shares and the non-cumulative redeemable preference shares shall have the same rights and privileges and shall rank *pari passu* in all respects save that:

(a) *As regards voting*

The holders of the non-cumulative redeemable preference shares shall not be entitled to receive notice of, or attend, or vote at any general meeting of the Company.

(b) *As regards income*

The ordinary shares, the "A" ordinary share, the "B" ordinary share and the non-cumulative redeemable preference shares shall rank *pari passu* with regard to entitlement to dividend except that the directors may at any time resolve to declare a dividend on one or more classes of share and not the other classes.

(c) *As regards capital*

The non-cumulative redeemable preference shares shall entitle the holders thereof on a winding-up or on a reduction of capital involving a return of capital, together with any further non-cumulative redeemable preference shares created to rank *pari passu* therewith as regards priority in respect of capital, and in priority to any return of capital on any other class of shares, to repayment of the capital paid up or credited as paid up thereon and the balance of the assets of the Company shall be applied to repaying the holders of the various classes of ordinary shares the amounts paid upon

such shares and subject thereto any surplus assets then remaining shall belong to and be distributed among such holders rateably according to the amounts paid upon such shares and the holders of the non-cumulative redeemable preference shares shall not be entitled to any further or other participation in the profits or assets of the Company.

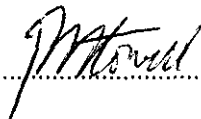
(d) *As regards redemption*

The following provisions shall apply with regard to the redemption of the non-cumulative redeemable preference shares.

- (1) Subject to the provisions of the Companies Act 1985, the Company shall have the right to redeem at par the whole or any part of the non-cumulative redeemable preference shares held by any individual shareholder in the event that the individual shareholder leaves the employment of the Group of which the Company is a member. In this context, Group is to have the meaning imparted by Section 153 of the Companies Act 1985.
- (2) Subject also to the provisions of the Companies Act 1985, any holder or holders of the non-cumulative redeemable preference shares shall have the right to call upon the Company to redeem at par the whole or any part of the non-cumulative redeemable preference shares held by such holder or holders at any time or times after the date of issue of the said shares upon giving to the Company not less than one month's previous notice in writing. Immediately upon receipt of the notice the Company shall write to such holder or holders in the terms set out in paragraph (3) below ("Notice of Acknowledgment").
- (3) Any Notice of Acknowledgment issued by the Company pursuant to paragraph 2 above shall specify the particular shares to be redeemed, the date fixed for redemption and the time and place at which the certificates for such shares are to be presented for redemption and upon such date each of the holders of the shares concerned shall be bound to deliver to the Company at such place the certificates for such of the shares concerned as are held by him in order that the same may be cancelled. Upon such delivery the company shall pay such holder the amount due to him in respect of such redemption. If any certificates so delivered to the Company include any shares not redeemable on that occasion, a fresh certificate for such shares shall be issued to the holder delivering such certificate to the Company.
- (4) There shall be paid on each share so redeemed the amount paid up thereon.

3 THAT the existing clause 5 of the Memorandum of Association of the company be altered to read "The Company's share capital is £50,000 divided into 49,998 ordinary shares of £1.00, 1 non-cumulative redeemable "A" preference share of £1.00 and 1 non-cumulative redeemable "B" preference share of £1.00.

Signature:



Chairman