

Number of Company : 02466472

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

RESOLUTIONS

of

R. DELAMORE LIMITED

(the "Company")

Passed 20 December 2007



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the following special resolutions were passed by written resolution of the shareholders of the Company on **20 DECEMBER** 2007

"THAT -

- 1 Subject to compliance with sections 155 to 158 inclusive of the Companies Act 1985 (the "Act") the execution of -
 - (a) a guarantee by the Company in respect of all sums due and to become due by MM&S (5283) Limited and the Company to National Westminster Bank plc (the "Bank"),
 - (b) a debenture by the Company creating fixed and floating charges over the whole of the assets and undertaking of the Company in security for all sums due and to become due by the Company to the Bank,
 - (c) an intra-group funding agreement with MM&S (5283) Limited by the Company,
 - (d) an intercreditor deed between inter alia (1) Paul Murray and others (the "Investors") (2) the Company and (3) the Bank, to subordinate the claims of the Investors to the claims of the Bank (the "Inter Creditor Deed"),
 - (e) a subordinated guarantee by MM&S (5283) Limited and the Company in respect of all sums due and to become due by MM&S (5283) Limited and the Company to Paul Murray as security trustee for the Investors (the "Security Trustee"),
 - (f) a debenture by the Company over its whole assets and undertaking in security for all sums due and to become due by the Company to the Security Trustee,
 - (g) Together with payment of invoices issued to the Company in respect of work undertaken by Armstrong Transaction Services Limited, Donaldsons, Barlow Lyde & Gilbert and Smith & Williamson, as referred to in the sale and purchase agreement between MM&S (5283) Limited and the parties named therein as Sellers,

(the above documents (and payment of invoices referred to in paragraph 1(g) above) having been confirmed by the directors of the Company as constituting financial assistance once executed and as such require the approval of the shareholders of the Company under s 157 of the

Act and shall hereinafter be referred to as the “**Financial Assistance Documents**”), together with the payment of invoices referred to in paragraph 1(g) above, is approved

- 2 It be approved that in accordance with section 158 of the Act, the directors of the Company provide for the execution on behalf of the Company of the Financial Assistance Documents to which it is a party in the form of the drafts produced to the meeting with such amendments as persons authorised to execute the same may approve, together with payment of the invoices referred to in paragraph 1(g) above

**FOR AND ON BEHALF OF
MACLAY MURRAY & SPENS LLP**



Company Secretary