

THE COMPANIES ACT 1985 TO 1989

COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTIONS**

**OF**

**PENTAGON PLASTICS LIMITED**



Passed on 12<sup>th</sup> day of FEBRUARY 2007

We, the undersigned, being the members of the Company who would, at the date of these resolutions, be entitled to receive notice of and attend and vote at a general meeting of the Company HEREBY RESOLVE in accordance with Section 381A of the Companies Act 1985 (the "Act") and in accordance with Schedule 15A of the Act that the following resolution (to the intent that it shall have effect as a special resolution) be passed:

**WRITTEN SPECIAL RESOLUTION**

THAT


- 1 The 120,569 Ordinary Shares of £1 each registered in the name of Mr James Bernard Edwards be and are hereby converted into and reclassified as "A" Ordinary Shares ( the "A" Ordinary Shares) having the rights and being subject to the restrictions set out in the Articles of Association of the Company as amended pursuant to this resolution.
- 2 The authorised but unissued 138,293 Ordinary Shares of £1 each in the capital of the Company and the issued 241,138 Ordinary Shares of £1 each in the capital of the Company other than the A Ordinary Shares be and are hereby converted into and reclassified as "B" Ordinary Shares (the "B" Ordinary Shares) having the rights and being subject to the restrictions set out in the Articles of Association of the Company as amended pursuant to this resolution.
- 3 The Articles of Association of the Company shall be amended by the inserting of the following new Article 5(A) and re-designating the existing Article as Article

5(B):

"5(A) The authorised share capital of the Company at the date of adoption of this Article is £ 500,000 divided into 120,569 "A" Ordinary Shares of £1 each and 379,431 "B" Ordinary Shares of £1 each. The "A" Ordinary Shares and the "B" Ordinary Shares shall rank pari passu in all respects and have the same rights and be subject to the same restrictions, provided that, unless the holders of all "A" Ordinary Shares and the holders of all the "B" Ordinary Shares agree otherwise in writing, profits shall be distributed amongst the holders of the "A" Ordinary Shares and the "B" Ordinary Shares then in issue pari passu according to the number of such Shares held by them respectively as if they constituted one class of share".

Dated : 12<sup>TH</sup> FEBRUARY 2007

Signed :   
J B Edwards

Signed :   
For and on behalf of Pentagon  
Plastics (Holdings) Limited

NB: A copy of this resolution was sent to the auditors of the Company on 12<sup>TH</sup> FEBRUARY 2007 in accordance with Section 381B of the Companies Act 1985 (as amended by the Deregulation (Resolutions of Private Companies) Order 1996)

**Company Number 01365703**

**MEMORANDUM AND ARTICLES OF ASSOCIATION**

**OF**

**PENTAGON PLASTICS LIMITED**

**IN FORCE AT 12<sup>TH</sup> FEBRUARY 2007**