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COMPANIES HOUSE

Company Number: 3191666

THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY SHARES
WRITTEN SPECIAL RESOLUTIONS OF
INLINE ELECTRONICS LIMITED

(signed by all members of Inline Electronics Limited (the "Company") on 28 June 2007)

The members of the Company noted that a statutory declaration sworn by the directors of the Company, together with the report of the auditors of the Company attached thereto, were made available to them for inspection.

We, the undersigned, being all the members of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby resolve that the resolutions set out below be and are passed as special resolutions of the Company pursuant to the provisions of Section 381A of the Companies Act 1985 (the "**Act**"), and confirm that such resolutions shall be valid and effectual as if they had been passed at an Extraordinary General Meeting of the Company duly convened and held:

1 **THAT** the Memorandum of Association of the Company be amended by the insertion of the following new sub-clause:

"3(29) Subject to and in accordance with due compliance with the provisions of sections 155 to 158 (inclusive) of the Companies Act 1985 (the "Act") (if and so far as such provisions shall be applicable), to give, directly or indirectly, any kind of financial assistance (as defined in section 152(1)(a) of the Act) for any purpose as is specified in section 151(1) and/or section 151(2) of the Act."

2 **THAT** the provisions (as the same may be amended, varied, supplemented or substituted from time to time) of the following documents referred to below which the Company is proposing to enter into and grant in connection with the acquisition by Novar Electrical Holdings Limited (the "**Purchaser**") of the entire issued share capital of Ex-Or Holdings Limited (the "**Parent**"), the parent company of the Company (the "**Acquisition**") (the Purchaser, the Parent, the Company and the Parent's other subsidiary, Ex-Or Limited (the "**Subsidiary**"), together the "**Group**") and the making of the following payments, be and are hereby approved and (notwithstanding any personal interest of any of the directors), the board of directors of the Company be and it is hereby specifically authorised, empowered and directed in the name of and on behalf of the Company to complete and enter into such of the following documents to which the Company is or is to become a party and to make the following payments:

(a) PAYE and national insurance contributions totalling £61,320 to be paid by the Company to HM Revenue & Customs in relation to transfers of shares in the Parent to be made by Alan Fowell to Darrel Murgatroyd, pursuant to the terms of an option agreements to be executed by Alan Fowell in favour of Darrel Murgatroyd;

(b) the payment of employee bonuses in the amounts set out in the attached schedule to the recipients set out therein;

(c) such other documentation and to take such action as may be required in order to carry out the matters referred to above,

together the "**Assistance**".

3 **THAT** the amendment to the Memorandum of Association of the Company, as set out in resolution 1 above, be and is hereby approved.

4 **THAT** the statutory declaration in the Form 155(6)a (the "**Declaration**") (with the auditors' report attached thereto) setting out details (inter alia) of the Assistance and the details of financial assistance (as defined by sections 151 to 158 (inclusive) of the Act set out in the Declaration which the Company is proposing to give for the purpose of the Acquisition and that the Declaration, the Assistance and the Acquisition be and are hereby approved and authorised by the members of the Company.

5 **THAT** notwithstanding that the giving of the Assistance would constitute financial assistance within the meaning of sections 151 to 158 (inclusive) of the Act, the Company is receiving full and fair consideration for the obligations it is undertaking in accordance with the terms of the Assistance and accordingly, the giving of such financial assistance is in the best interests of the Company and is approved.

6 **THAT** the giving of such financial assistance as set out in resolutions 4 and 5 above, be and is hereby approved and that the Company giving the Assistance be and is hereby approved.

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Ex-Or Holdings Limited

PROPOSED STAFF BONUSES 30-Jun-07

Gross Bonus	£100,000	NIC	12.8%
Nett Bonus	£88,652		

Surname	Forename	Start Date	Salary (£ 2006)	Service (Years)	Bonus (£)	Ers NIC	Gross cost
Inline Electronics Limited							
Ackers	Eve	15-Jun-05	13,372	2.0	757.57	96.97	854.54
Carter	Shirley A	9-Mar-98	14,612	9.3	2,390.76	306.02	2,696.78
Dollin	Michelle c	2-Dec-02	14,612	4.5	1,345.74	172.26	1,518.00
Garner	Karen (nee Sexton)	9-Sep-02	13,372	4.8	1,368.02	175.11	1,543.13
Garrity	Jacqueline A	7-Mar-00	14,612	7.3	1,950.15	249.62	2,199.77
Gobin	Amanda	28-Nov-05	13,372	1.6	657.24	84.13	741.37
Harrison	Vicky	2-Dec-02	13,372	4.6	1,317.25	168.61	1,485.86
Harrison	Joanne	16-Feb-04	14,612	3.4	1,079.20	138.14	1,217.34
Howells	Susan	1-Aug-94	14,612	12.9	3,186.15	407.83	3,593.98
King	Stewart	1-Mar-05	37,500	2.3	1,376.10	176.14	1,552.24
Lyon	Ann	6-Apr-02	2,376	5.2	1,209.62	154.83	1,364.45
McAteer	Claire	15-Nov-04	7,759	2.6	756.72	96.86	853.58
Moss	AndreW	1-Jun-90	21,250	17.1	4,258.60	545.10	4,803.70
Murray	Carol	6-Oct-03	14,612	3.7	1,159.59	148.43	1,308.01
Nevin	Susan	1-Jun-04	15,500	3.1	1,035.54	132.55	1,168.09
Ridpath	Debra	13-Nov-06	6,456	0.6	286.77	36.71	323.47
Roberts	Catherine	5-Apr-06	13,374	1.2	579.92	74.23	654.15
Robinson	Ann	14-Dec-85	20,955	21.6	5,237.00	670.34	5,907.33
Salisbury	Donna	14-Feb-00	13,372	7.4	1,934.95	247.67	2,182.62
Stanton	Barry J	3-Sep-01	23,420	5.8	1,823.16	233.36	2,056.52
Tunstall	Trevor	25-Oct-95	17,460	11.7	2,979.62	381.39	3,361.01
Wakelin	Kelly	1-Feb-07		0.4	90.06	11.53	101.58
Walmesley	Vicky	8-Aug-05	13,372	1.9	724.93	92.79	817.72
Inline Electronics Limited		**TOTAL**			**37,504.65**	**4,800.60**	**42,305.24**
Ex-Or Limited							
Atkinson	Denise	25-Apr-05	15,686	2.2	841.57	107.72	949.29
Bolas	Emma	24-Oct-05	14,442	1.7	702.99	89.98	792.97
Bunting	Simon	12-Apr-00	74,730	7.2	3,309.91	423.67	3,733.58
Burton	Roger	5-Jul-99	39,185	8.0	2,663.51	340.93	3,004.44
Clough	Ian	16-Jan-06	37,655	1.5	1,185.65	151.76	1,337.42
Copley	Martin	18-Dec-03	22,799	3.5	1,303.61	166.86	1,470.48
Crehan	Ursula	11-Jul-05	17,422	2.0	834.93	106.87	941.80
Cvek	Charmian	2-Mar-91	23,361	16.3	4,141.51	530.11	4,671.63
Davison	Keith	14-Jan-05	36,105	2.5	1,371.84	175.60	1,547.44
Dawes	Peter	5-Feb-07	30,000	0.4	777.04	99.46	876.50
Erdogan	Tarkan	2-Dec-02	27,140	4.6	1,633.63	209.11	1,842.74
Finch	Deborah	25-Feb-02	17,399	5.3	1,579.03	202.12	1,781.14
Fowell Jnr	Adrian	12-Feb-01	36,940	6.4	2,256.53	288.84	2,545.37
Gee	Robert	31-Jul-06	33,000	0.9	960.21	122.91	1,083.12
Hanley	Mike	17-Dec-01	43,973	5.5	2,232.01	285.70	2,517.71
Hanley	Martyn	2-May-06	24,705	1.2	823.99	105.47	929.46
Hardman	Karl	12-Jan-04	36,683	3.5	1,607.54	205.76	1,813.30
Hayes	Tracey	2-Jan-07	13,000	0.5	406.93	52.09	459.02
Hazeldine	David	10-Feb-03	34,826	4.4	1,767.96	226.30	1,994.26
Heaton	Lisa	4-Jan-99	26,545	8.5	2,483.06	317.83	2,800.89
Humphries	Jason	1-Nov-06	30,800	0.7	853.45	109.24	962.69
Jacobs	David	5-Sep-05	25,220	1.8	980.28	125.48	1,105.75
Morrow	Ged	1-Dec-03	67,863	3.6	2,349.44	300.73	2,650.17
Powell	Robert	1-Oct-02	40,344	4.7	1,974.55	252.74	2,227.29
Ryding	Kari	12-Aug-96	33,065	10.9	3,161.74	404.70	3,566.45
Swaine	Michael	3-Feb-03	23,473	4.4	1,511.29	193.44	1,704.73
Thomas	Andrew	16-May-05	19,240	2.1	910.55	116.55	1,027.10
Valentine	Jayne	18-Jun-06	16,000	1.0	594.94	76.15	671.09
van den Hoek	Julia	7-May-98	17,399	9.2	2,419.15	309.65	2,728.80

Whitfield	Linda	21-Nov-02	4,262	4.6	1,114.54	142.66	1,257.20
Young	Graham	20-Oct-03	68,716	3.7	2,394.45	306.49	2,700.94
Ex-Or Limited		TOTAL			51,147.83	6,546.92	57,694.76
Overall Totals			1,285,933	268	88,652	11,348	100,000