

Company No. 29796

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

RING PLC ("the Company")

At an extraordinary general meeting of the above named Company duly convened and held at Gelderd Road, Leeds on 17 August 2000 at 3.00 pm the following resolutions were duly proposed and in the case of resolution 1 passed as an ordinary resolution, and in the case of resolutions 2 to 6 as special resolutions.

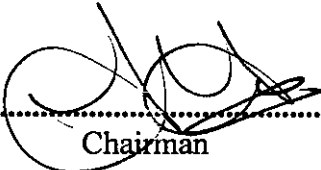
Ordinary resolution

- 1 That Thomas Bluth be appointed as an additional director of the Company with immediate effect.

Special resolutions

- 2 Article 31.1 of the Company's Articles of Association dealing with the ability of the directors to refuse to register share transfers shall be deleted;
- 3 Articles 94 and 96 of the Company's Articles of Association shall be amended so that any director may vote and count in the quorum in relation to any matters in which he has an interest;
- 4 Articles 102.2 - 102.5 (inclusive) of the Company's Articles of Association in relation to borrowing powers shall be deleted;
- 5 The execution and delivery by the Company of the agreement to amend and restate the revolving credit and term loan agreement dated 18th July 2000 (as amended and restated, the "**Credit Agreement**") between Catalina Lighting, Inc., Catalina International PLC, the Company, SunTrust Bank (the "**Bank**") and the other Lenders (as defined therein) from time to time a party to the Credit Agreement, and the Bank as administrative agent for the Lenders, pursuant to which the Lenders have agreed to make available, inter alia, a secured revolving loan facility of up to \$25,000,000 to the Company for working capital purposes; and the mortgage debenture (the "**UK Security Agreement**") to be granted by the Company and certain of its subsidiaries to the Bank as administrative agent for the Lenders under the Credit Agreement (the Credit Agreement and the UK Security Agreement being together the "**Security Documents**") and the performance by the Company of its obligations under each of the Security Documents be and is hereby approved as being for the benefit of and in the best interests of the Company and its shareholders; and

- 6 The Board of Directors of the Company be and is hereby authorised and directed to execute, deliver and perform each of the Security Documents and to perform the transactions contemplated by them.



.....
Chairman

Presented by:

Addleshaw Booth & Co (Reference: HBF)
Sovereign House
PO Box 8
Sovereign Street
Leeds
LS1 1HQ