No. 52492

THE COMPANIES ACTS 1948 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

THOMAS TILLING LIMITED

(Passed unanimously on 30 July 2004)

1) At a separate class meeting of the holder of the Redeemable Preference Shares of £1 each held at 11am on 30 July 2004 at Invensys House, Carlisle Place, London SWIP 1BX, the following resolution was unanimously passed:

EXTRAORDINARY RESOLUTION

"THAT the separate class meeting of the holder of the Redeemable Preference Shares of £1 each in the capital of the Company sanction the passing of a special resolution to be proposed at an extraordinary general meeting of the company as follows:
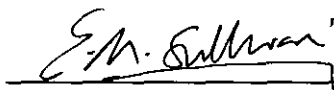
" THAT with the consent of the holder of the Redeemable Preference Shares of £1 each "31 July 2004" (as amended from 30 June 2003 and 30 June 2004 by resolutions dated 30 June 2003 and 30 June 2004 respectively) be replaced with "30 September 2004" in clause 3(A)(iv)(a) of the Company's Articles of Association, such date being the new date on which the Company shall redeem or repurchase all of the Redeemable Preference Shares of £1 each."

and hereby sanction each and every variation, modification or abrogation of the rights and priviledges attached or belonging to the Redeemable Preference Shares of £1 each effected thereby or necessary to give effect thereto."; and

2) At an extraordinary general meeting of the Company held at 12 noon on 30 July 2004 at Invensys House, Carlisle Place, London SWIP 1BX, the following resolution was unanimously passed:

SPECIAL RESOLUTION

" THAT with the consent of the holder of the Redeemable Preference Shares of £1 each "31 July 2004" (as amended from 30 June 2003 and 30 June 2004 by resolutions dated 30 June 2003 and 30 June 2004 respectively) be replaced with "30 September 2004" in clause 3(A)(iv)(a) of the Company's Articles of Association, such date being the new date on which the Company shall redeem or repurchase all of the Redeemable Preference Shares of £1 each."

per pro Invensys Secretaries Limited,
Secretary