

THE COMPANIES ACTS 1985 AND 1989

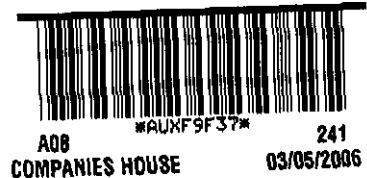
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

BARNARDS LIMITED

("Company")

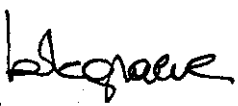



In accordance with section 381A of the Companies Act 1985, we **resolve** as follows:

WRITTEN RESOLUTION

1. **That** the authorised share capital of the Company be increased by the creation of 4,900,000 ordinary shares of £1 each, in the capital of the Company;
2. **That** pursuant to section 80 of the Companies Act 1985 ("Act") and in substitution for all existing authorities under that section, the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 80 of the Act) up to an aggregate nominal value of £ 4,900,000 provided that (unless previously revoked, varied or renewed) this authority shall expire on the fifth anniversary of the date of this resolution, save that the Company may make an offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities pursuant to any such offer or agreement as if the authority conferred by this resolution had not expired;
3. **That** the Company amend its memorandum of association to state that the Company's share capital is £5,000,000 divided into 5,000,000 ordinary shares of £1 each.

Signed by, or by the duly authorised representative on behalf of the sole member of the Company who as at the date of this resolution would be entitled to attend and vote at a general meeting of the Company had the resolution been put to such a meeting.

Signed by:  

Dated: 25 April 2006

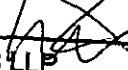
Albrecht De Graeve  
Group Executive Vice President

Julien De Wilde  
Chief Executive Officer

on behalf of NV Bekaert SA

This is to certify that this is a  
true copy of the original  
document.

Dated this 28 day of April 2006

Signed   
COBBETTS LLP