

GKN Bolts and Nuts Limited

PO Box 55
Redditch Wores B98 0TL

Tel: (01527) 517715
Telefax: (01527) 517700
DX 702162 Redditch 3

I hereby certify that the following elective resolution was passed by written resolution of the members of the Company in accordance with Section 381A of the Companies Act 1985 on 6th July 1998.

"That in accordance with Section 379A of the Act the Company hereby elects:

- (i) pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings;
- (ii) pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the Company in general meeting; and
- (iii) pursuant to Section 386 of the Act, to dispense with the appointment of auditors annually.

Dated this 9th day of July 1998

Justin Bell
Secretary

