

Registered Number: 00209797

THE COMPANIES ACTS  
**BLACK & DECKER INTERNATIONAL**  
**(the "Company")**

UNLIMITED COMPANY

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**SHAREHOLDER'S WRITTEN RESOLUTIONS  
CIRCULATED ON 27 FEBRUARY 2009  
PURSUANT TO CHAPTER 2  
OF PART 13 OF THE COMPANIES ACT 2006**

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Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below be passed as an ordinary resolution.

**ORDINARY RESOLUTIONS**

1. "THAT the authorised share capital of the Company be increased from £353,999,980 to £607,842,642 by the creation of 233,842,662 "A" ordinary shares of £1 each to rank pari passu in all respects with the existing "A" ordinary shares of £1 each of the Company."
2. "THAT the directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80 Companies Act 1985) up to an aggregate nominal amount of £233,842,662 provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on 27 February 2014 save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired."

Please read the explanatory notes at the end of this document before signifying your agreement to the resolutions.

We, the undersigned, were at the time the resolutions were circulated entitled to vote on the resolutions and irrevocably agree to the resolutions.

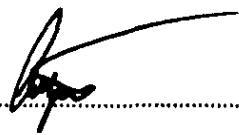
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LD4 20/03/2009 128  
COMPANIES HOUSE

Signed  .....  
for and on behalf of Bandhart

Date ~~27~~ February 2009

Signed  .....

Date ~~27~~ February 2009

for and on behalf of Emhart International Limited

EXPLANATORY NOTES:

(1) If you agree to the resolutions, please signify your agreement by signing and dating this document where indicated above and returning it to the Company by delivering the signed copy to any director of the Company.

If you do not agree to the resolutions, you do not need to do anything.

(2) Once you have signified your agreement to the resolutions, you may not revoke your agreement.

(3) The resolutions will lapse unless your agreement to them has been received by 27 March 2009.