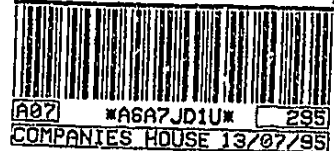


Company Number : 233766

THE COMPANIES ACT 1985

A. REYROLLE & COMPANY LIMITED

Passed 1 June 1995



At the ANNUAL GENERAL MEETING of A. Reyrolle & Company Limited held at Moor Lane, Derby on 1 June 1995 the following resolutions were passed in accordance with the Companies Act 1985 (the Act).

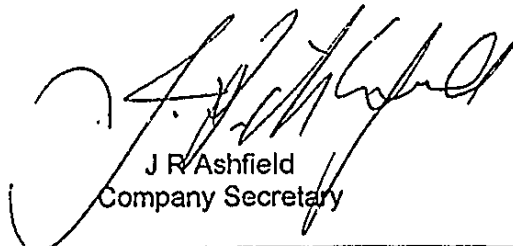
ELECTIVE RESOLUTIONS

The Company hereby elects:

1. to dispense with the laying of the Annual Report before the Company in General Meeting pursuant to Section 252 of the Act.
2. to dispense with the holding of Annual General Meetings pursuant to Section 366A of the Act.

SPECIAL RESOLUTIONS

THAT whilst election 2 above remains in force, any requirement in the Company's Articles of Association that a director or directors retire by rotation is hereby suspended as if such requirement did not form part of the said Articles of Association.


J R Ashfield
Company Secretary