

(Company Number 287790)

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

SIMON ENGINEERING LIMITED

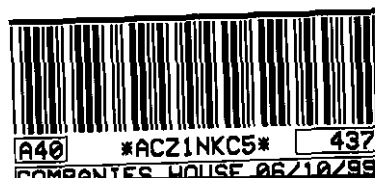
(passed the 27th day of September 1999)

At an Extraordinary General Meeting of the above-named Company duly convened, held and constituted on the 27th day of September 1999, the following Resolution was duly passed unanimously as a Special Resolution of the Company:

SPECIAL RESOLUTION

THAT notwithstanding any limitation on the borrowing or other powers of the Directors contained or incorporated by reference in the provisions of the Memorandum or Articles of Association of the Company (any such limitation being hereby waived, suspended, relaxed or abrogated to the extent requisite to give effect to this resolution) or any personal interest of any of the Directors, it is in the interests of the Company and the Directors of the Company shall and are hereby directed to, cause the Company to execute a Deed of Admission (the "**OGSA Deed**") to an omnibus guarantee and set-off letter (Form AD21) dated 18th March 1999 (the "**Lloyds OGSA**") and entered into by PLC and certain of its subsidiaries (each an "**OGSA Company**" and together the "**OGSA Companies**") in favour of Lloyds and pursuant to which:

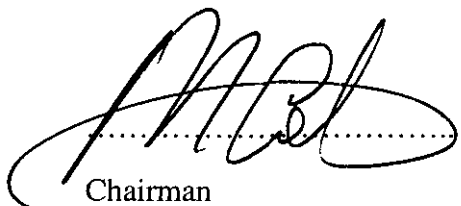
- (i) each OGSA Company jointly and severally agrees that, in addition to any general lien or similar right to which Lloyds as bankers may be entitled by law, Lloyds may at any time and from time to time and with or without notice to the OGSA Companies or any of them combine or consolidate all or any of their then existing accounts with Lloyds (including any accounts held in Lloyds' name re their or any of their liabilities to Lloyds) with all or any of their liabilities to Lloyds and/or set off or transfer any sum or sums standing to the credit of any one or more of such accounts ("**Credit Balance(s)**") in or towards satisfaction of their or any of their liabilities to Lloyds on any other account or in any other respect, whether such liabilities be actual, contingent, primary, collateral, several or joint and whether such accounts or liabilities be denominated in Sterling and/or in a currency or currencies other than Sterling;
- (ii) each of the OGSA Companies (in such capacity referred to as a "**Guarantor**") thereby guarantees payment to Lloyds on demand of all liabilities (whether



those liabilities be actual, contingent, primary, collateral, several or joint) now or hereafter, due, owing or incurred to Lloyds from or by all or any one or more of the others of the OGSA Companies provided that none of the Guarantors shall be personally liable to make payment thereunder except to the extent of the Credit Balance(s) on its account(s) at the time that such demand is made and Lloyds agrees that it will only have recourse to the Credit Balance(s) in satisfaction of such guarantee liability;

- (iii) all covenants, provisions and powers contained in the Lloyds OGSA will apply to Simon Riverside Limited (the "**Further Company**") as if the Further Company had originally been one of the parties to it;
- (iv) each of the OGSA Companies other than PLC, thereby irrevocably appoints PLC and its substitutes jointly and also severally to be its attorney for it and in its name and as its act and deed or otherwise to execute any deed admitting any other further companies to or releasing any of the OGSA Companies from the Lloyds OGSA and to execute all such other deeds, acts and things as PLC, as attorney, may consider necessary or expedient in connection with the Lloyds OGSA;
- (v) each of the OGSA Companies other than PLC agrees to ratify and confirm anything executed or done or purported to be executed or done by PLC, as attorney in its name; and

THAT the directors shall and they are hereby directed to, do all such things as may be requisite to facilitate the execution by the Company of the Lloyds OGSA (including, without limitation, making any amendment to any such documents and procuring the Company to execute deeds of further assurance and other supplemental charging documents) and cause the Company to take all such steps as may be requisite to procure that the votes conferred by any shares held or owned by the Company in any other subsidiary (if any) which is a proposed party to such documents are exercised in favour of resolutions of such subsidiary on terms comparable to this resolution; and that any restriction (whether on the ground of conflict of interest or on any other ground) on the voting of Directors or on their being counted in any quorum, which may be contained or incorporated in the Company's Articles of Association, be, and it is hereby relaxed, suspended, abrogated or waived to the extent requisite to enable all directors (including any alternates) to attend, be counted in a quorum and vote at meetings of the Board of Directors or of any Committee thereof at which there is under consideration any resolution requisite for or relating to the implementation of this resolution.



Chairman

Date 29th September 1999