

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
FOSECO OVERSEAS LIMITED

The following written resolution was passed by the Company on 10 May 2005 as a special resolution.

SPECIAL RESOLUTION

- (a) the following new object be adopted by the Company and the existing memorandum of association be amended accordingly:
- "3 (CC). To give, whether directly or indirectly, any kind of financial assistance (as defined in section 152(1)(a) of the Companies Act 1985) for any such purpose as is specified in section 151(1) and/or section 151(2) of the Companies Act 1985, so far as permitted by the Companies Act 1985 and subject where necessary to due compliance with sections 155 to 158 of the Companies Act 1985.";
- (b) the provision by the Company of financial assistance (as defined in section 152 of the Companies Act 1985) in relation to the refinancing of the acquisition by Foseco (UK) Limited of shares in the capital of the Company by the Company entering into an upstream loan arrangement, as more fully described in the directors' statutory declaration of solvency in Form 155(6)(a), a copy of which is attached to this resolution, be approved;
- (c) the provision by the Company of financial assistance (as defined in section 152 of the Companies Act 1985) in relation to the refinancing of the acquisition by Foseco Holding Limited of shares in the capital of Foseco (UK) Limited by the Company entering into an upstream loan arrangement, as more fully described in the directors' statutory declaration of solvency in Form 155(6)(a), a copy of which is attached to this resolution, be approved;
- (d) the giving of financial assistance (as defined in section 152 of the Companies Act 1985) by Foseco International Limited, Unicorn Industries Limited and Foseco (GB) Limited, being subsidiaries of the Company (the "**Subs**") in relation to the refinancing of the acquisition by Foseco (UK) Limited of shares in the capital of the Company by:
- (i) Foseco International Limited giving a guarantee in respect of loan facilities; and
- (ii) by the Subs entering into an upstream loan arrangement
- all as more fully described in the directors' statutory declaration of solvency in Form 155(6)(b), copies of which are attached to this resolution, be approved; and
- (e) the giving of financial assistance (as defined in section 152 of the Companies Act 1985) by the Subs in relation to the refinancing of the acquisition by Foseco Holding Limited of shares in the capital of Foseco (UK) Limited by:
- (i) Foseco International Limited giving a guarantee in respect of loan facilities; and
- (ii) by the Subs entering into an upstream loan arrangement



all as more fully described in the directors' statutory declaration of solvency in Form 155(6)(b), copies of which are attached to this resolution, is approved.



Chairman

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Ref: CXR/FOS03.00016