

WE CERTIFY THIS TO BE  
A TRUE COPY  
ASHURST MORRIS CRISP

*Ashurst Morris Crisp.*

No: 383505

**THE COMPANIES ACT 1985**

**WRITTEN RESOLUTION**

**FOSECO LIMITED**

(passed on *28 September* 2001)

We, the undersigned, being all the members of the Company who (at the date of this resolution) would have been entitled to vote upon the resolution set out below if it had been proposed at a general meeting at which we were present, hereby agree, pursuant to regulation 53 of Table A (adopted by article 2 of the Company's articles of association) to the following written resolution (which would otherwise be required to be passed as special resolution):-

THAT:-

- (a) the provision by the Company (being at all relevant terms a wholly owned subsidiary of another company) of financial assistance (as defined in section 152 Companies Act 1985) in relation to the acquisition by Foseco (UK) Limited of shares in the capital of the Company by the Company giving guarantees and security in respect of £175,000,000 of loan facilities and entering into a share pledge and upstream loan arrangements (the "Assistance Documents") all 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; and
- (b) the giving of financial assistance by Unicorn Industries Limited, and Foseco (GB) Limited, being wholly owned Subsidiaries of the Company (the "Subsidiaries") by the execution of, and the subsequent exercise of rights under, the Assistance Documents, be approved.

.....  
as attorney for and on behalf of  
Burmah Castrol plc

.....  
as attorney for and on behalf of  
Burmah Castrol Corporate Services Limited

