

Company number:
406925

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION

of

HICKING PENTECOST PLC

NOTICE IS HEREBY GIVEN that at an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at the offices of Credit Lyonnais Laing, Broadwalk House, 5 Appold Street, London EC2A 2DA on 7 January, 1997, the following resolution was duly passed as a special resolution of the Company:

SPECIAL RESOLUTION

THAT:

- (A) the proposed acquisition by the Company of the business and assets of the Belding Thread division of Belding Heminway Company, Inc. substantially on the terms and subject to the conditions set out in the conditional agreement dated 12 December, 1996 between (1) Belding Heminway Company, Inc. and others and (2) the Company and another (the "Agreement"), being the agreement described more fully in the circular to shareholders dated 12 December, 1996 (the "Circular"), a copy of which agreement has been produced to the meeting initialled by the Chairman for the purposes of identification, be and is hereby approved and that the Directors of the Company be and are hereby authorised to complete the Agreement and to make such variations and amendments to the terms and conditions of the Agreement as the Directors may approve and consider not to be material in the context of the acquisition and to do all other acts or things necessary or, in the opinion of the Directors of the Company, desirable, in order to effect or facilitate the acquisition; and
- (B) subject to the Placing Agreement dated 12 December, 1996 between the Company and Baring Brothers International Limited becoming unconditional (other than as regards the passing of this resolution):
 - (i) the authorised share capital of the Company be and is hereby increased from £15,000,000 to £20,000,000 by the creation of an additional 10,000,000 new

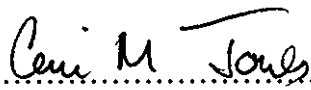


Ordinary Shares of 50p each ranking *pari passu* as one class of shares with the existing Ordinary Shares save that the new Ordinary Shares will not rank for the interim dividend previously declared in respect of the year to 31 March, 1997;

- (ii) the Directors be and are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 (the "Act") to exercise all powers of the Company to allot relevant securities (as defined in section 80(2) of the Act) up to a maximum nominal amount of £3,962,100 in accordance with the terms of the placing and open offer to qualifying shareholders of the Company as described in the Circular, provided that such authority shall expire at the conclusion of the next annual general meeting of the Company or on 16 October, 1997, whichever is the earlier, save that the Directors may make offers or agreements which would or might require the making of allotments of relevant securities after such expiry;
- (iii) the Directors be and are hereby authorised pursuant to section 95 of the Act to allot equity securities (as defined in section 94 of the Act) pursuant to the authority conferred by paragraph (ii) of this Resolution as if section 89(1) of the Act did not apply to such allotment, provided that such authority shall expire at the conclusion of the next annual general meeting of the Company or on 16 October, 1997, whichever is the earlier, save that the Directors may prior to such expiry make offers or agreements which would or might require the making of allotments of equity securities after such expiry; and
- (iv) the authority conferred by paragraphs (ii) and (iii) of this Resolution shall be in addition to and without prejudice to any unexpired portion of the authorities and powers conferred on the Directors by Resolutions numbered 5 and 6 passed at the annual general meeting of the Company held on 17 July, 1996 and the same shall remain in full force and effect notwithstanding the passing of this Resolution.

Dated this 7th day of January, 1997.

Signed

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C.M. JONES
Secretary