

Company number: 509700

THE COMPANIES ACT 1985
UNLIMITED PRIVATE COMPANY HAVING A SHARE CAPITAL
SPECIAL RESOLUTION
OF
WEIGH-TRONIX

On the 16th day of January 2004 the following resolution in writing (such resolution to have effect as a SPECIAL RESOLUTION) was duly passed by the members of the Company entitled to attend and vote at a general meeting of the Company pursuant to Section 381A of the Companies Act 1985.

IT WAS RESOLVED THAT

Pursuant to the authority given by Article 4.3.1(e) of the Company's Articles of Association, the issued share capital of the Company be and is hereby reduced from £400,000 divided into 200,000 Ordinary A Shares of £1 each, 200,000 Ordinary B Shares of £1 each fully paid to £2 comprising two Ordinary A Shares of £1 each fully paid and that such reduction be effected by returning to Avery 123 Ltd, the holder of the said shares, the paid up capital of £1 paid on each such share, to be satisfied by directing Avery Berkel Limited to pay to Avery 123 Ltd £399,998 of the inter-company debt currently owed to the Company by Avery Berkel Limited.

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R J Fogarty
Secretary

