

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

**VESUVIUS ZYALONS LIMITED**

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Passed 7 February 1996

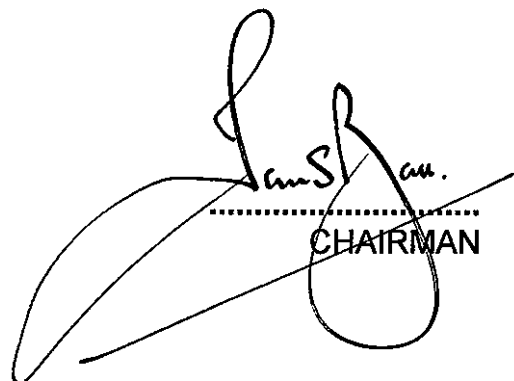
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At an Extraordinary General Meeting of the above named Company duly convened and held on 7 February 1996 the following Resolution was duly passed as a SPECIAL RESOLUTION:

**SPECIAL RESOLUTION**

THAT:

- (A) the authorised share capital of the Company be increased from £500,000 to £4,143,909 by the creation of an additional 3,643,909 ordinary shares of £1 each; and
- (B) the Directors be and they are hereby generally authorised for the purpose of Section 80 of the Companies Act 1985 (and so that expressions used in this paragraph of this Resolution shall bear the same meanings as in that section) to exercise all the powers of the Company to allot relevant securities up to a maximum nominal amount of £4,143,909 during the period from the date of this Resolution until 28 February 2001.

  
CHAIRMAN

