

Company No. 671868

THE COMPANIES ACT 1985
An Unlimited Company having a Share Capital

RESOLUTIONS
OF
LENNOX INDUSTRIES
(Passed on May 10, 1996)

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened and held at Richardson, Texas, U.S.A., on May 10, 1996, the following Resolutions were duly passed as an Ordinary Resolution or as a Special Resolution of the Company, as the case may be:-

ORDINARY RESOLUTION

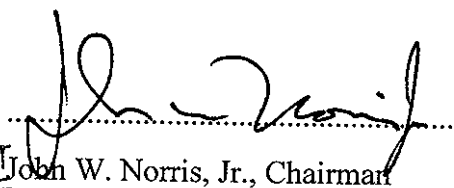
1. That the authorized share capital of the Company be increased to £485,000 divided into 15,000 ordinary shares of £1 each and 470,000 redeemable non-cumulative preference shares of £1 each by the creation of an additional 1,000 ordinary shares of £1 each ranking pari passu with the existing ordinary shares.

SPECIAL RESOLUTION

2. That the directors be authorized for the purposes of section 80 of the Companies Act 1985 to allot 140 ordinary shares in the Company to HCF S.A. within a period of one year of the date on which this authority is given and that the directors be empowered to allot such shares as if section 89(1) of the Companies Act 1985 did not apply.

Dated: May 10, 1996

RICHARDS BUTLER
BEAUFORT HOUSE
15 ST. BOTOLPH STREET
LONDON, EC3A 7EE
SOLICITORS


John W. Norris, Jr., Chairman

