

The Companies Act 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

COVRAD HEAT TRANSFER LIMITED

WE, the undersigned, being the holders of all the issued Ordinary Shares of £1 each, "A" Ordinary shares of £1 each and Convertible Redeemable Preference shares of 50p each in the capital of the Company entitled to attend and vote at general meetings of the Company, hereby resolve as follows:-

RESOLUTION

THAT, with effect from 1st April, 1992, -

- (i) the Articles of Association of the Company be amended by the deletion of the words "being not less than 28 days after the date of delivery of the notice" from the second paragraph of article 3(B)(4) of the Articles of Association of the Company;
- (ii) the Company shall be authorised to pay an interim dividend of £12.79181 per Ordinary share of £1 each in the capital of the Company equivalent with an associated tax credit to a gross dividend of £17.05576 per share in respect of the Ordinary shares of £1 each in the capital of the Company notwithstanding any other provisions of the Articles of Association of the Company (and in particular, without limitation, articles 3(B)(1), 3(C)(1)(a), 3(C)(c) and regulation 103 of Table A (as defined in the Articles of Association of the Company));
- (iii) the Company shall be authorised to pay an interim dividend of £17.1975 per 'B' Ordinary share of 50p each in issue following the conversion by Wren Investments Limited of 12,840 Convertible Redeemable Preference shares of 50p each into 12,840 'B' Ordinary shares of 50p each, equivalent with an associated tax credit to a gross dividend of £22.93001 per share in respect of the "B" Ordinary shares in the capital of the Company notwithstanding any other provisions of the Articles of Association of the Company (and in particular, without limitation, articles 3(B)(1), 3(C)(1)(a), 3(C)(c) and regulation 103 of Table A (as defined in the Articles of Association of the Company)); and



- (iv) the Company shall be authorised notwithstanding the provisions of Article 18 of the Articles of Association of the Company ("the Articles") to have borrowings in excess of £1,850,000 and greater than three-quarters of its Adjusted Capital and Reserves (as defined in the Articles) and the Directors shall not be required to restrict the borrowings of the Company in the manner provided in Article 18 of the Articles.

Dated: 1st April 1992

<u>SHAREHOLDERS</u>	<u>SIGNATURE</u>
John Collins	
Stephen William Barrisford	
David Robert Lindsey	
Bruce George Bishop	
Brian Frederick Wolfe	
Neville Bertram Parsons	 <i>N. B. Parsons</i>
Frank Hawkins	
Robert Leslie Hill	
Michael Alan Bull	
Nancy Stewart Collins	
Danise Barrisford	
Mary Elizabeth Bishop	
Sylvia Mary Lindsey	
Dianne Christine Bull	
Iris Wolfe	
Jean Anne Hawkins	
Dorothy Mary Hill	
Elizabeth Judith Parsons	 <i>E. J. Parsons</i>

SHAREHOLDERSSIGNATURE

John Collins

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Stephen William Berrisford

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David Robert Lindsey

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Bruce George Bishop

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Brian Frederick Wolfe

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Neville Bertram Parsons

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Frank Hawkins

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Robert Leslie Hill

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Michael Alan Bull

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Nancy Stewart Collins

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Danise Berrisford

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Mary Elizabeth Bishop

..... Mary E. Bishop

Sylvia Mary Lindsey

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Dianne Christine Bull

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Iris Wolfe

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Jean Anne Hawkins

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Dorothy Mary Hill

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Elizabeth Judith Parsons

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SHAREHOLDERS

SIGNATURE

John Collins

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Stephen William Morrisford

..... S. Morrisford

David Robert Lindsey

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Bruce George Bishop

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Brian Frederick Wolfe

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Neville Bertram Parsons

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Frank Hawkins

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Robert Louisa Hill

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Michael Alan Bull

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Nancy Stewart Collins

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Dorine Morrisford

..... D. Morrisford

Mary Elizabeth Bishop

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Sylvia Mary Lindsay

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Diana Christine Bull

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Iris Wolfe

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Joan Anne Hawkins

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Dorothy Mary Hill

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Elizabeth Judith Parsons

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SHAREHOLDERSSIGNATURE

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David Robert Lindsey

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Bruce George Bishop

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Brian Frederick Wolfe

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Neville Bertram Parsons

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Frank Hawkins

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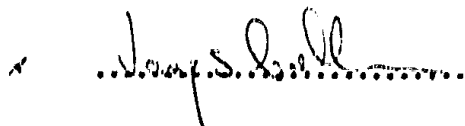
Robert Leslie Hill

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Michael Alan Bull

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Nancy Stewart Collins



Denise Barriafor

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Mary Elizabeth Bishop

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Sylvia Mary Lindsey

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Dianna Christine Bull

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Iris Wolfe

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J.A. Hawkins

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Danise Harrisford

Mary Elizabeth Bishop

Sylvia Mary Lindsey

Dianne Christine Bull

Iris Wolfe

Jean Anne Hawkins

Dorothy Mary Hill

Elizabeth Judith Parsons

SIGNATURE

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S.M. Lindsey

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SHAREHOLDERS

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John Collins

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Bruce George Bishop

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Brian Frederick Wolfe

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Nevilla Bertram Parsons

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Frank Hawkins

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Robert Leslie Hill

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Michael Alan Bull

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Nancy Stewart Collins

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Danina Harrisford

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Mary Elizabeth Bishop

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Sylvia Mary Lindsey

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Dianne Christine Bull

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Iris Wolfe

..... *Iris Wolfe*

Jenn Anne Hawkins

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Dorothy Mary Hill

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Elizabeth Judith Parsons

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David Robert Lindsey	
Bruce George Bishop	
Brian Frederick Wolfe	
Neville Bertram Parsons	
Frank Hawkins	
Robert Leslie Hill	 <i>R. L. Hill</i>
Michael Alan Bull	
Nancy Stewart Collins	
Danise Harrisford	
Mary Elizabeth Bishop	
Sylvia Mary Lindsey	
Dianna Christine Bull	
Iris Wolfe	
Jean Anne Hawkins	
Dorothy Mary Hill	 <i>D. M. Hill</i>
Elizabeth Judith Parsons	

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Frank Hawkins

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Robert Leslie Hill

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Michael Alan Bull

..... *M. A. Bull*

Nancy Stewart Collins

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Danise Harrisford

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Mary Elizabeth Bishop

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Sylvia Mary Lindsey

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Dianne Christine Bull

..... *D. C. Bull*

Iris Wolfe

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Jean Anne Hawkins

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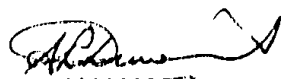
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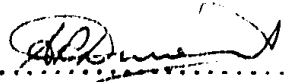
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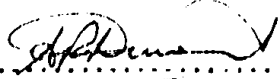
Wren Investments Limited


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for Wren Investments Limited

Gresham Nominees Limited


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for Gresham Nominees Limited

Gresham Trust p.l.c.


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for Gresham Trust p.l.c.