

Registered Number: 926679

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

-of-

BERENDSEN FLUID POWER LIMITED

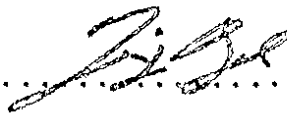
AT AN EXTRAORDINARY GENERAL MEETING of the above named company duly convened and held at 1 Klausdalsbrovej DK 2860 Søborg Denmark on the 30th day of December 1993 at .m. the following *RESOLUTIONS* were unanimously passed as *ORDINARY RESOLUTIONS:-*

ORDINARY RESOLUTIONS

1. "THAT the authorised share capital of the Company be increased to £7,850,000 by the creation of 5,800,000 Ordinary shares of £1.00 each ("the Shares"), such shares ranking pari passu in all respects with the existing Ordinary shares of the Company."



2. "THAT the Directors of the Company be and are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities up to but not exceeding an aggregate nominal amount of 5,800,000 provided that this authority shall (unless previously revoked or varied by the Company in general meeting) expire on the fifth anniversary of the date of this Resolution."


.....
CHAIRMAN

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Registered Number: 926679

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-of-

BERENDSEN FLUID POWER LIMITED

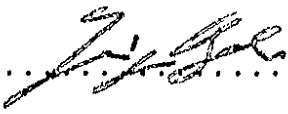
(Passed the 30th day of December 1993)

AT AN EXTRAORDINARY GENERAL MEETING of the Members of the Company duly convened and held at 1 Klausdalsbrovej DK 2860 Søborg Denmark on the 30th day of December 1993 at .m. the following *RESOLUTION* was unanimously passed as a *SPECIAL RESOLUTION*:-

SPECIAL RESOLUTION

"THAT the pre-emption rights set out in Article 4.2 of the Articles of Association of the Company shall not apply to the allotment of the Shares and that the Directors may, subject to the remaining Articles of Association of the Company, allot the Shares to such persons and

upon such terms as they in their absolute
discretion think fit."

..........
CHAIRMAN

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