

Company Number 01085977

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

ADAPTAFLEX LIMITED (the "Company")

THURSDAY



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07/10/2010

COMPANIES HOUSE

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Circulation Date: 30 September 2010

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 we, being the sole member, irrevocably agree that the resolution below is passed as an ordinary resolution

ORDINARY RESOLUTION

- 1 That Martyn John Vitty and Duncan Alexander McKinlay, as Directors of the Company, be and are hereby authorised to attend meetings of the board of Directors of the Company in relation to, count in the quorum at such meetings, and vote on all matters relating to and arising in connection with, business arising as a result of the proposed sale and purchase of the entire issued share capital of Dundas Group Holdings Limited (the "Target") under a share purchase Agreement to be entered into between Lloyds TSB Development Capital Limited and others (1) and Thomas & Betts Holdings (U.K.) (2) (the "Transaction"), notwithstanding that, by so doing, but for this authorisation, each of the above named Directors would be in breach of his duty, under section 175 of the Companies Act 2006, to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the interests of the Company, as a result of
 - 1 1 their positions as both Directors of the Company and as Directors of the Target, which is the ultimate parent company of the Company, and
 - 1 2 their positions as Directors of the Company and shareholders of the Target, as a result of which they will both receive monies under the terms of the Transaction.

Signature.

On behalf of Dundas Group Holdings Limited

Print Name

Date of Signature: 01 October 2010

NOTES:

- 1 If you agree to the above resolution please indicate your agreement by signing and dating this document where indicated and returning it to the Company not later than 11.59 p.m. London time on 27 October 2010 using one of the following methods:
 - 1.1 **By Hand:** deliver it by hand to Hannah Salmon at Wragge & Co LLP, 55 Colmore Row, Birmingham B3 2AS,
 - 1.2 **By Post:** send it by post to Hannah Salmon at Wragge & Co LLP, 55 Colmore Row, Birmingham B3 2AS,
 - 1.3 **By Fax:** fax it to 0870 904 1099 marked for the attention of Hannah Salmon; or
 - 1.4 **By Email:** email a scanned copy to hannah_salmon@wragge.com; please enter "Written Resolution Circulation Date 30 September 2010" in the subject line

If the Company has not received sufficient agreement by that date, the resolution will lapse.
- 2 Once you have indicated your agreement to the resolution, you may not revoke that agreement
- 3 If you do not agree to the above resolution, you need not do anything. If no response is received from you as indicated above, you will be counted as withholding your agreement to the above resolution.
- 4 If this document is signed or otherwise approved by an attorney or other representative on behalf of a member, please provide a solicitor's certified or notarised copy of the relevant power of attorney or other authority to sign when indicating your agreement to the above resolution, otherwise you may not be counted as agreeing to it.