

**A. SMITH GT. BENTLEY LIMITED**

company number: 1112118  
(the "Company")

**Members' Written Resolution**

Resolution in writing of all the members of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company made under section 381A of the Companies Act 1985.

In this resolution capitalised terms defined in the statutory declaration sworn by the directors of the Company pursuant to section 155(6) of the Act on the date of this resolution have the same meaning in this resolution.

RESOLVED that:

- (a) subject to compliance with section 155 to 158 of the Companies Act 1985 (the "Act"), the giving by the Company of financial assistance within the meaning of section 151-152 of the Act for the purpose of the acquisition of the entire issued share capital of the Company in the form described in the statutory declaration sworn by the directors of the Company pursuant to section 155(6) of the Act on the date of this resolution be approved; and
- (b) the entry into, execution, delivery and performance by the Company of:
  - (i) the Overdraft Facility Agreement
  - (ii) the Bank Debenture;
  - (iii) the Bank Guarantee;
  - (iv) the Bank Legal Charge;
  - (v) the Intercreditor Deed;
  - (vi) the Loan Note Debenture;
  - (vii) the Loan Note Legal Charge;
  - (viii) the Loan Note Guarantee; and
  - (ix) the Inter Company Loan Agreement;

in the form approved by the directors, be approved, notwithstanding any provisions of the memorandum or articles of association of the Company or any personal interest of its directors and even though the execution, delivery and performance of those documents may constitute financial assistance for the purpose of the acquisition of the entire issued share capital of the Company and nothing in this paragraph (b) of this resolution shall operate to limit paragraph (a) of this resolution.



Dated 23 July 2004

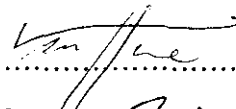
Member's name

Signature

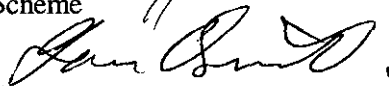
Ian Charles Smith



Simon Hare in his capacity as trustee of.  
the A. Smith Gt. Bentley Employee Share Scheme



Ian Smith in his capacity as trustee of  
the A. Smith Gt. Bentley Employee Share Scheme



Note: The statutory declaration in the form prescribed by section 155(6) of the Act made by the directors of the Company together with the auditors' report annexed to it were made available for inspection by the members of the Company.