

Company No: 1210751

APOLLO ADHESIVES LIMITED

We, being all the holders of the entire issued share capital, entitled to vote at general meetings of the Company relating to such matters hereby, pursuant to Section 381A of the Companies Act 1985 RESOLVE that the Resolution set out below be and it is hereby passed as a written Special Resolution of the Company:-

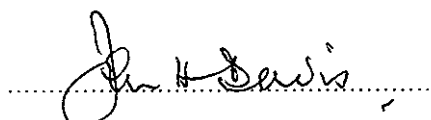
SPECIAL RESOLUTION

That, having considered the Statutory Declaration made by the Directors pursuant to Section 173 of the Companies Act 1985 and the annexed auditors report both produced to us as members of the Company, the proposed payment out of capital for the redemption by the Company of 500,000 £1 Redeemable Preference Shares of £1 each be and the same is hereby approved.

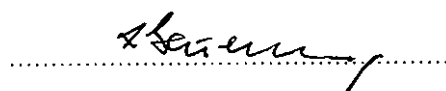
Dated this 13th day of May 1997



R.F. SAUNDERS



J.H. DAVIS



R. BOTTERILL

