

Company No. 1211050

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

of

TRITON LIMITED



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WE, being all the members of the Company who at the date of these resolutions are entitled to attend and vote at a general meeting of the Company, RESOLVE, in accordance with section 381A of the Companies Act 1985, to pass the following as written resolutions:

1. **THAT**, subject to compliance with sections 155 to 158 of the Act, the giving by the Company of financial assistance for the purpose of the refinancing of certain liabilities that Norcros (Holdings) Limited ("NHL") had incurred in connection with the purchase of the entire issued share capital of Norcros Limited in March 2000 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 hereof be approved.
2. **THAT** the execution, delivery and performance by the Company of:
 - 2.1.1 a term and revolving facility agreement (the "**Facility Agreement**") to be entered into between (1) Norcros (Holdings) Limited; (2) the Original Borrowers; (3) the Original Guarantors; (4) Lloyds TSB Bank plc and The Royal Bank of Scotland plc as joint mandated lead arrangers (5) the Original Lenders; and (6) Lloyds TSB Bank plc as Agent and Security Trustee (each as defined therein);
 - 2.1.2 a debenture to be entered into between (1) the Initial Charging Companies; and (2) Lloyds TSB Bank plc as Security Trustee (each as defined therein) (the "**Debenture**");
 - 2.1.3 an intercreditor deed to be entered into between, inter alia, the Agent (1), the Facility A Lenders, (2), the Facility B Lenders (3), the Facility C Lenders (4), the Security Trustee (5), the Joint Mandated Lead Arrangers (6), the Loan Noteholders (7), the Investors (8) Norcros (Holdings) Limited (9) and the Obligors (10) (as such terms are defined therein) (the "**Intercreditor Deed**");
 - 2.1.4 a legal charge to be entered into between the Company (1) and the Security Trustee (2) (the "**Legal Charge**");

- 2.1.5 an intra-group loan agreement to be entered into between (1) Norcros (Holdings) Limited; and (2) certain other subsidiaries of Norcros (Holdings) Limited, as set out in the agreement (the "**Intra-Group Loan Agreement**");
- 2.1.6 an ancillary facilities letter to be entered into between (1) The Royal Bank of Scotland plc and (2) the Company (the "**RBS Letter**"); and
- 2.1.7 an ancillary facilities letter to be entered into between (1) Lloyds TSB Bank plc and (2) the Company (the "**Lloyds Letter**")

be approved, even though the execution, delivery and performance of the each of those documents constitutes financial assistance (except the RBS Letter and the Lloyds Letter) for the purpose of the refinancing of certain liabilities that NHL had incurred in connection with the purchase of the entire issued share capital of Norcros Limited.

SIGNATURE:

David G. Hamilton

for and on behalf of Norcros Limited

SIGNATURE:

David G. Hamilton

for and on behalf of Norcros Securities Limited

DATE:

11 DEC 2003

Date sent to auditors:

15 DEC 2003