

THE COMPANIES ACTS 1985 AND 1989
AN UNLIMITED COMPANY HAVING A SHARE CAPITAL
WRITTEN RESOLUTIONS
of
TWIL Company ("Company")

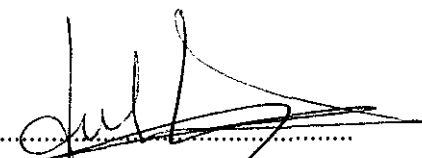
In accordance with the Articles of Association of the Company, we being all the members of the Company who, at the date of these written resolutions are entitled to attend and vote at a general meeting of the Company, **HEREBY RESOLVE THAT:**

1. the paid-up share capital of the Company be reduced from £11,900,600 to £10 by cancelling 7,140,354 ordinary shares of £1 each held by NV Bekaert SA and by cancelling 4,760,236 ordinary shares of £1 each held by Bekaert Holding BV each of which has been issued and is fully paid up.
2. the figure of £61,522,275 being the amount of share capital reduced and the share premium and share capital redemption reserve cancelled be transferred to the profit and loss account within the capital and reserves of the Company.
3. an interim cash dividend be declared and duly paid on the ordinary shares of the Company of £7,020,370.69 per ordinary share, payable to the shareholders on the register of members at the close of business on ²⁴~~23~~ July 2003.

The written resolutions numbered 1 and 2 shall take effect as special resolutions of the Company and the written resolution numbered 3 shall take effect as an ordinary resolution of the Company.



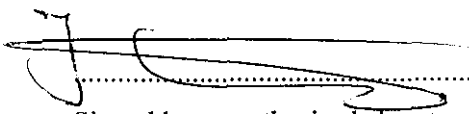
Signature:


.....
Signed by an authorised signatory on behalf of NV Bekaert SA.

Dated:

..... 23/7/2003

Signature:


.....
Signed by an authorised signatory on behalf of Bekaert Holding BV.

Dated:

..... 23/7/2003