

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

of

TWIL LIMITED ("Company")

Pursuant to section 381A Companies Act 1985

In accordance with section 381A of the Companies Act 1985, we, being the members of the Company which, at the date hereof, are entitled to receive notice of, attend and vote at a general meeting of the Company, hereby agree and confirm that the following resolution shall for all purposes have effect as if it was passed by the Company at a general meeting duly convened and held. Accordingly, we **hereby resolve** :

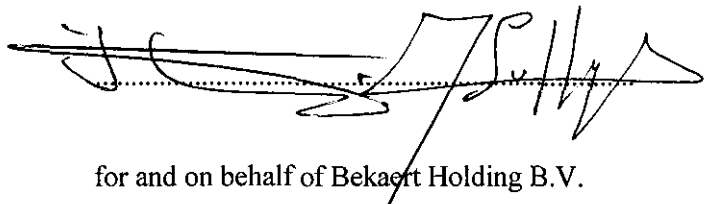
RESOLUTION

1. **THAT** the articles of association be altered by deleting the existing article 102 and inserting a new article 102 as follows:

"Without prejudice to the obligation of any director to disclose his interest in contracts in accordance with the Act, a director may vote at any meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest, and, if he does so vote, his vote shall be counted and he shall be counted in the quorum present at a meeting in relation to any such resolution."

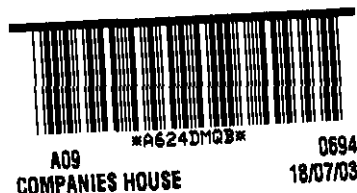
This written resolution shall take effect as a special resolution of the Company.

Signed:

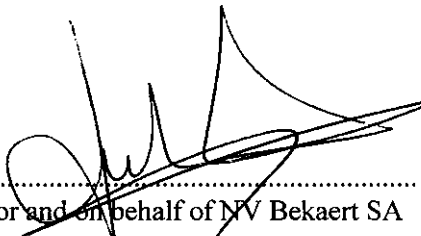

for and on behalf of Bekæft Holding B.V.

Dated:

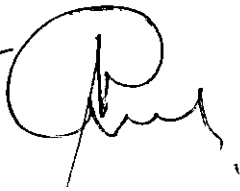
20 June 2003



Signed:


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for and on behalf of NV Bekaert SA

Dated:


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20 June 2003