

Company Registration No: 1522736

COMPANIES ACT 1985 (as amended)

RESOLUTIONS
OF
BURNFIELD PLC

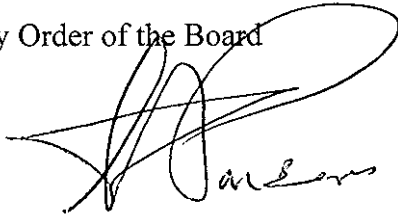
Passed 3 October 1996

ORDINARY RESOLUTIONS

IT WAS RESOLVED THAT the proposed disposal by the Company of the Temperature & Pressure Division and the ancillary arrangements referred to in the Circular to Shareholders of the Company dated 17 September 1996, be approved and that the Directors of the Company or any duly authorised committee thereof be and they are hereby authorised to take all necessary steps to implement the same on the terms described in such Circular or on such amended terms (not being amendments of a material nature) as the Directors or any such committee may approve.

IT WAS RESOLVED THAT the amendments to the Burnfield Savings Related Share Option Scheme, as summarised in the Circular to Shareholders dated 17 September 1996, be and they are hereby approved and the Directors be and they are hereby authorised to do all such acts and things as may be necessary to carry the same into effect.

By Order of the Board


Graham J Parsons FCIS
Secretary

3 October 1996

Registered Office:
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Hockley Heath
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West Midlands
B94 6NW

