

Company Number: 1560295

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS AND
SPECIAL RESOLUTION OF THE SOLE MEMBER OF

MABEY ENGINEERING (HOLDINGS) LTD

("the Company")

PASSED PURSUANT TO REGULATION 53 OF TABLE A OF

THE COMPANIES (TABLES A - F) REGULATIONS 1985

We, the undersigned, being the sole member of the Company holding shares that give a right to attend and vote at general meetings of the Company hereby resolve the following to take effect as if they had been passed as ordinary resolutions and a special resolution (as appropriate) in such meeting:-

Ordinary Resolutions

- (a) That the authorised share capital of the Company be increased from £25,000,000 to £30,000,000 by the creation of 5,000,000 Ordinary Shares of £1 each such shares to rank pari passu with the existing Ordinary Shares in the capital of the Company and that clause 5 of the Memorandum of Association be amended accordingly.
- (b) That the directors of the Company be and are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (as defined in sub-section (2) of section 80 of the said Act) up to an aggregate nominal amount of 6,558,000 Ordinary Shares of £1 each to such persons on such terms and in such manner as they think fit for the period of five years from the date of this resolution.

Special Resolution

- (c) That the directors of the Company be empowered pursuant to section 95 of the said Act to allot and issue 6,558,000 Ordinary Shares of £1 each in the capital of the Company pursuant to the authority conferred by Ordinary Resolution (b) set out above as if Sections 89(1) and 90(1) to (6) of the Act did not apply.


MABEY HOLDINGS LIMITED

Dated: 30 August 2005

