

Company No: 01687590

ESAB HOLDINGS LIMITED
(the "Company")

We the undersigned, being all the members of the Company who at the date of this resolution are entitled to attend and vote at a general meeting of the Company, hereby resolve and agree to pass the following special resolution as a written resolution, pursuant to Section 381A of the Companies Act 1985:

Written Resolution

That the Articles of Association of the Company be and are hereby amended by renumbering Article 11 as Article 11A and by adopting the following new Article 11B:

"11B. All or any of the Directors may participate in a meeting of the board by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum as necessary."

Dated: 6th December, 2002

For and on behalf of Charter Overseas Holdings Limited:

David John Armstrong Gibson:



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Dated: 9 December, 2002

For and on behalf of Charter Overseas Holdings Limited:

David John Armstrong Gibson:

