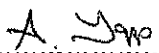


**Written Resolution of the Shareholders of  
ESAB Holdings Limited (Reg No 1687590)**

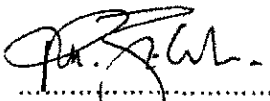
The undersigned, being all the shareholders of **ESAB HOLDINGS LIMITED** (the "**Company**"), of 50 Curzon Street, London, W1J 7UW, have considered the appropriateness of the current capital structure of the Company, namely its division into Ordinary Shares and Redeemable Shares, and the draft Memorandum and Articles of Association (attached to this written resolution). The undersigned have, pursuant to article 73A of the current Memorandum and Articles of Association of the Company, resolved as follows:

1. that the Company increase its authorised share capital from 40,339,210 to 44,511,710 by the creation of 4,172,500 Ordinary Shares;
2. that, immediately following the re-designation of the Redeemable Shares in the Company into Ordinary Shares in the Company, the Company shall cancel all Redeemable Shares; and
3. that, once the Redeemable Shares have been cancelled, the draft Memorandum and Articles of Association attached hereto shall be adopted as the Memorandum and Articles of Association of the Company.

**IN WITNESS WHEREOF** the undersigned have executed these resolutions in writing as of the date indicated alongside his name and acknowledges that the effective date of the resolutions is as of the last date indicated below.

  
.....  
Name:  
For and on behalf of  
Weldcure Limited

Date: 22 December 2004

  
.....  
David J. A. Gibson

Date: : 22 December 2004

CD043480039



