

THE COMPANIES ACT 1985



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COMPANY LIMITED BY SHARES

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WRITTEN RESOLUTION

of

**IMMINUS LIMITED (the "Company")**  
Registered Number 1785381

We, the undersigned, being the sole member entitled to attend and vote at a general meeting of the Company, hereby resolve that the following resolution is passed as a written resolution in accordance with Regulation 53 of Table A and agree that it shall be as valid and effective as if it had been passed as a special resolution at a general meeting of the Company duly convened and held.

**IT IS RESOLVED THAT:**

1. It is both for the benefit of the Company and in the Company's commercial interest to enter into a credit agreement (the "Credit Agreement") proposed to be entered into by General Cable Holdings Limited ("GCHL") as borrower; Banque Paribas, CIBC Wood Gundy PLC, NatWest Markets and The Toronto-Dominion Bank as Arrangers; the Banks (as defined therein); National Westminster Bank Plc ("NatWest") as Security Trustee; NatWest as Agent; and certain subsidiaries of General Cable PLC, including the Company, as Original Guarantors and to grant to the Finance Parties (as defined in the Credit Agreement) a guarantee of all the liabilities of the Obligors (as defined in the Credit Agreement) to the Finance Parties under the Finance Documents (as defined in the Credit Agreement).
2. It is both for the benefit of the Company and in the Company's commercial interest to enter into a composite debenture (the "Composite Debenture") proposed to be entered into by GCHL, the Original Guarantors and the Security Trustee for the purpose of securing all the liabilities of the Obligors to the Beneficiaries (as defined in the Security Trust Deed) under the Finance Documents.
3. It is both for the benefit of the Company and in the Company's commercial interest to enter into a security trust deed (the "Security Trust Deed") proposed to be entered in to by GCHL, the Original Guarantors, NatWest as Trustee, NatWest as Agent and the Initial Beneficiaries (as therein defined).
4. It is both for the benefit of the Company and in the Company's commercial interest to enter into an intercreditor agreement (the "Intercreditor Agreement") proposed to be entered into by GCHL, the Original Guarantors, the Banks (as therein defined), NatWest, NatWest Specialist Finance Limited, Robert Fleming Leasing (Number 4) Limited, Lombard Commercial Limited,

The Cable Corporation Limited, The Yorkshire Cable Group Limited, Banque Paribas, Dexia Municipal Bank PLC, Crédit Agricole Indosuez, Société Générale and others.

5. It is both for the benefit of the Company and in the Company's interest to enter into the documents listed on Schedule 1 hereto to which it is a party (the "Transaction Documents").
6. The terms of, and the transactions contemplated by, the Finance Documents and the Transaction Documents be and are hereby approved and that the Company enter into the Credit Agreement, the Composite Debenture, the Security Trust Deed, the Intercreditor Agreement, the Transaction Documents and any other Finance Document.
7. Regulation 24 of Table A incorporated into the Company's Articles of Association shall not apply where the transferee of the shares is a bank or other institution to whom the shares have been charged or any nominee of such bank or other institution or any purchaser from any such person and the certificate of any official of such bank or institution that the shares are so charged and that the transferee is such a person shall be conclusive evidence of such facts. On presentation of any such transfer the directors shall forthwith register the same.

Signed:..........  
For and on behalf of Filegate Limited

Dated: 23<sup>rd</sup> December, 1997

## Schedule 1

1. Barclays Intercreditor Agreement
2. Discharge of The Yorkshire Cable Group Limited Intercreditor Agreement and Lessor Direct Agreement
3. Discharge of The Cable Corporation Limited Intercreditor Agreement and Lessor Direct Agreement
4. Discharge of Barclays Intercreditor Agreement
5. Interest Rate Protection Agreements
6. First NatWest Specialist Finance Limited Lessor Direct Agreement
7. Second NatWest Specialist Finance Limited Lessor Direct Agreement
8. Robert Fleming Leasing (Number 4) Limited Lessor Direct Agreement
9. Lombard Commercial Leasing Limited Lessor Direct Agreement
10. Second Amendment and Restatement Agreement relating to the Agency and Co-ordination Agreement dated 24th December, 1996
11. Second Amendment and Restatement Agreement relating to the First NatWest Specialist Finance Limited Lease Agreements and various other documents
12. Second Amendment and Restatement Agreement relating to the Second NatWest Specialist Finance Limited Lease Agreements and various other documents
13. Second Amendment and Restatement Agreement relating to the Robert Fleming Leasing (Number 4) Limited Lease Agreements and various other documents
14. Second Amendment and Restatement Agreement relating to the Lombard Commercial Leasing Limited Lease Agreements and various other documents
15. Composite Guarantee in favour of NatWest Specialist Finance Limited in relation to the First NatWest Specialist Finance Limited leasing arrangements
16. Composite Guarantee in favour of NatWest Specialist Finance Limited in relation to the Second NatWest Specialist Finance leasing arrangements
17. Composite Guarantee in favour of Robert Fleming Leasing (Number 4) Limited
18. Composite Guarantee in favour of Lombard Commercial Limited
19. Agreement to release Composite Guarantee in favour of NatWest Specialist Finance Limited in relation to the First NatWest Specialist Finance leasing arrangements

20. Agreement to release Composite Guarantee in favour of NatWest Specialist Finance Limited in relation to the Second NatWest Specialist Finance leasing arrangements
21. Agreement to release Composite Guarantee in favour of Robert Fleming Leasing (Number 4) Limited
22. Agreement to release Composite Guarantee in favour of Lombard Commercial Limited
23. Composite Debenture in favour of NatWest Specialist Finance Limited in relation to the First NatWest Specialist Finance Limited leasing arrangements
24. Composite Debenture in favour of NatWest Specialist Finance Limited in relation to the Second NatWest Specialist Finance Limited leasing arrangements
25. Composite Debenture in favour of Robert Fleming Leasing (Number 4) Limited
26. Composite Debenture in favour of Lombard Commercial Limited
27. Agreement to release Debentures in favour of NatWest Specialist Finance Limited in relation to the First NatWest Specialist Finance Limited leasing arrangements
28. Agreement to release Debentures in favour of NatWest Specialist Finance Limited in relation to the Second NatWest Specialist Finance Limited leasing arrangements
29. Agreement to release Debentures in favour of Robert Fleming Leasing (Number 4) Limited
30. Agreement to release Debentures in favour of Lombard Commercial Limited
31. Amendment letter from Banque Paribas, Credit Agricole Indosuez and Dexia Municipal Bank relating to the Guarantee dated 24th December, 1996 by General Cable PLC relating to leasing facilities made available by NatWest Specialist Finance Limited
32. Amendment letter from Banque Paribas, Credit Agricole Indosuez and Dexia Municipal Bank relating to the Guarantee dated 24th December, 1996 by General Cable PLC relating to leasing facilities made available by Lombard Commercial Limited
33. Amendment letter from Banque Paribas, Credit Agricole Indosuez and Dexia Municipal Bank relating to the Guarantee dated 24th December, 1996 by General Cable PLC relating to leasing facilities made available by Robert Fleming Leasing (Number 4) Limited
34. Amendment letter from Societe Generale relating to the Guarantee dated 24th December, 1996 by General Cable PLC relating to leasing facilities made available by NatWest Specialist Finance Limited
35. Assignment Agreement between General Cable PLC and General Cable Holdings Limited relating to inter-company debt
36. Subordinated Loan Agreement between General Cable PLC, General Cable Holdings Limited and NatWest relating to inter-company debt

37. Deed of Accession to the Agency and Co-ordination Agreement dated 24th December, 1996 for Filegale Limited
38. Deed of Accession to the Agency and Co-ordination Agreement dated 24th December, 1996 for Imminus Limited
39. Deed of Accession to the Agency and Co-ordination Agreement dated 24th December, 1996 for General Telecommunications Limited
40. Deed of Accession to the Agency and Co-ordination Agreement dated 24th December, 1996 for Northern Credit Limited
41. Deed of Accession to the Agency and Co-ordination Agreement dated 24th December, 1996 for Chariot Collection Services Limited
42. Deed of Accession to the Agency and Co-ordination Agreement dated 24th December, 1996 for European Business Network Limited
43. Deed of Accession to the Agency and Co-ordination Agreement dated 24th December, 1996 for The Cable Corporation Limited
44. Deed of Accession to the Agency and Co-ordination Agreement dated 24th December, 1996 for Middlesex Cable Limited
45. Deed of Accession to the Agency and Co-ordination Agreement dated 24th December, 1996 for Windsor Television Limited
46. Deed of Accession to the Agency and Co-ordination Agreement dated 24th December, 1996 for The Cable Corporation Equipment Limited
47. Deed of Accession to the Agency and Co-ordination Agreement dated 24th December, 1996 for General Cable Holdings Limited