

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

**SPECIAL RESOLUTIONS
OF
MONARCH BEARINGS INTERNATIONAL LIMITED**

At an Extraordinary General Meeting of the Company duly convened and held at *Pinet Court*
3 Colmore Circus, Birmingham B46BD on *14th June* 1995 the following resolutions were
duly passed as Special Resolutions:-

SPECIAL RESOLUTIONS

1. That the Memorandum of Association of the Company be altered with respect to its objects by inserting the following new sub-clause C.10(a) immediately after sub-clause C.10 of clause C thereof:-

C.10(a) Either with or without the Company receiving any consideration direct or indirect from giving any such guarantee to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking property and assets present and future and uncalled capital of the Company or by obligation whatsoever of any person firm or company, and in particular (but without limiting the generality of the foregoing) of any subsidiary as defined by Section 736 of the Companies Act 1985 or of the Company which is for the time being the Company's holding company as defined by the said section or another subsidiary, as defined by the said section, of the Company's holding company or otherwise associated with the Company in business.

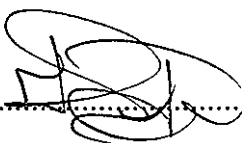
2. That the Memorandum of Association of the Company be further altered by inserting the following new sub-clause C25 immediately after sub-clause C24 of clause C



thereof:-

- C.25 To give such financial assistance directly or indirectly for the purpose of the acquisition of shares in the Company or the Company's holding company or for the purpose of reducing or discharging any liability incurred by any person for the purpose of the acquisition of shares in the Company or the Company's holding company as may be lawful.
3. That the regulations now produced to the meeting and signed by the Chairman for the purpose of identification be adopted as the Articles of Association of the Company to the exclusion of all existing regulations.
4. That in connection with the acquisition of the whole of the issued share capital of Foray 765 Limited by ABEC Group Limited and in accordance with Section 155(4) Companies Act 1985 the Company be and is hereby authorised to give financial assistance (details of which are set out in a statutory declaration (Form 155(6)(a) sworn by the directors of the Company on 14th June 1995, which statutory declaration and the Auditors' report attached thereto have been considered by the meeting) to Foray 765 Limited.
5. That the Company be authorised to enter into the guarantees, the debentures and the legal charge in favour of NatWest Ventures Investments Limited, 3i Group plc and the Governor and the Company of the Bank of Scotland produced to the meeting for inspection and identified as such by the Chairman, the entry into such debentures and guarantees being in the best interest and for the benefit of the Company.
6. That David Phillips and Nigel Syner be and are hereby authorised to sign on behalf of the Company the guarantees and debentures in favour of NatWest Ventures Investments Limited and 3i Group plc produced to the meeting for inspection and identified as such by the Chairman.

DATED 14th June 1995



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Chairman