

07 - 05 - 99

COMPANIES ACT 1985

GENERAL CABLE PLC

COMPANY LIMITED BY SHARES

COMPANY NO: 2369824

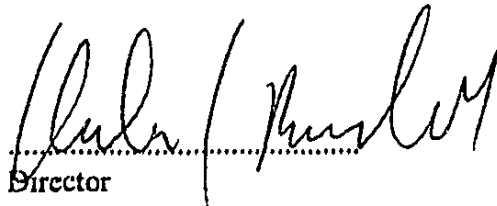
At an extraordinary general meeting of the above-named company, duly convened and held on 26 April 1999, the following resolution was passed as a special resolution:

SPECIAL RESOLUTION

THAT:

1. the Company be re-registered as a private limited company under section 53 of the Companies Act 1985 (the *Act*) and that on such re-registration its memorandum of association be amended as follows:

- (a) in clause 1 by deleting the words "PLC" and by replacing it with the word "LIMITED";
 - (b) by deleting clause 2;
 - (c) by renumbering the existing clauses 3, 4, 5 and 6 as 2, 3, 4 and 5 respectively.
2. on re-registration of the Company as a private limited company, the regulations contained in the document produced to the meeting marked "A", and initialled by the chairman of the meeting for the purposes of identification, be adopted as the new articles of association of the Company to replace in their entirety the existing articles of association of the Company.


Director

