

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

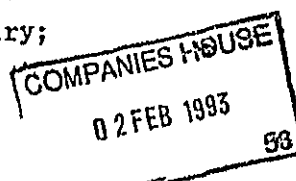
FIRST TECHNOLOGY AUTOMOTIVE LIMITED

At an Extraordinary General Meeting of the Company duly convened and held on 29th January 1993 at 4.05 p.m. the following Resolutions were passed as Special Resolutions of the Company:-

SPECIAL RESOLUTIONS

1. THAT:-

- (a) the authorised share capital of the Company be increased from £8,500,000 to £9,000,000 by the creation of an additional 500,000 Ordinary Shares of £1 each such shares upon issue to rank pari passu in all respects with the existing issued Ordinary Shares of £1 each in the capital of the Company;
- (b) the Directors be and are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £995,222 for a period of 5 years from the date of the passing of this Resolution but so that this authority shall allow the Company to make offers or agreements before the expiry of this authority which would or might require relevant securities to be allotted after such expiry;



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- (c) all previous authorities given by the Company in general meeting pursuant to Section 80 of the Act be and they are hereby revoked PROVIDED THAT such revocation shall not have retrospective effect;
- (d) in exercising their authority pursuant to paragraph (b) of this Resolution the Directors shall not be required to have regard to the provisions of Section 89(1) of the Act which shall not apply to the allotment;
- (e) words and expressions defined in or for the purposes of Part IV of the Act shall bear the same meanings in this Resolution.

2. THAT subject to the passing of Resolution 1 set out above, to the allotment and issue to First Technology Plc of 901,940 Ordinary Shares of £1 each at a price of £1 per share, to the payment up of such shares in full and to such shares being registered in the name of First Technology Plc in the register of members of the Company, the capital of the Company be reduced by £8,778,114 by cancelling the capital paid up or credited as paid up on 8,650,112 of the Ordinary Shares registered in the name of First Technology Plc and 128,002 of the Ordinary Shares registered in the name of Fire Fighting Enterprises (UK) Limited and by cancelling the said shares.


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CHAIRMAN

NABARRO NATHANSON
50 STRATTON STREET
LONDON W1X 7ET
Ref IE/NXF/F57A/58.

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