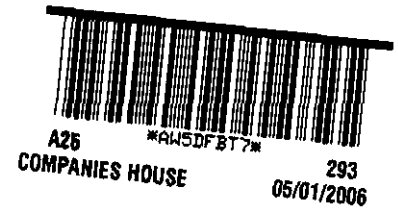


**WRITTEN RESOLUTION
OF
CLYTHA HOLDINGS LIMITED**

(Company No: 02543555)

Passed 15 December 2005



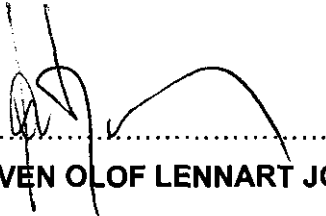
Written resolution passed on the 15th day of December 2005 in accordance with Section 381A Companies Act 1985 by all the members, who would, if the resolution had been proposed at a general meeting of the Company, be entitled to attend that meeting and vote on the resolution.

SPECIAL RESOLUTIONS

1. THAT the provisions of the Memorandum of Association of the Company with respect to its objects be altered by the insertion of the new sub-clause (W) of clause 3 set out below:

"(W) Subject to and in accordance with due compliance with the provisions of sections 155 to 158 (inclusive) of the Companies Act 1985 (the "Act") (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in section 152(1)(a) of the Act) for any such purpose as is specified in section 151(1) and/or section 151(2) of the Act."
2. THAT the arrangements to be entered into by the Company, listed in the Appendix to this Written Resolution (the "Arrangements") and the documents to be entered into pursuant thereto (the "Documents") in connection with the acquisition by the Company of the shares in the Company details of which are contained in the form 155(6)(a) attached to this resolution, be and are hereby approved and (notwithstanding any provisions of the Memorandum and Articles of Association of the Company or any personal interests of any of the directors) the directors of the Company be and are hereby empowered, authorised and directed to complete and enter into such Arrangements and Documents.
3. THAT the execution, delivery and performance of the Arrangements and Documents (together with any ancillary documents) is for the benefit of and in the best interests of the Company for the purposes of carrying on its business.
4. THAT notwithstanding that the entering into of the Arrangements and Documents and the performance of its obligations thereunder constitutes financial assistance within the meaning of Sections 151 to 158 (inclusive) of the Act, since the Company is receiving full and fair consideration for the obligations it is undertaking in accordance with the terms thereof, such entry and granting and the giving of such financial assistance, is in the best interests of the Company.

5. THAT the giving of such financial assistance, as set out in the resolutions above in the form and on the terms set out in the Form 155(6)(a) (including the auditors report attached thereto) attached to this Written Resolution be and is hereby approved and that the Company entering into the Arrangements and Documents be and is hereby approved.


SVEN OLOF LENNART JONSSON

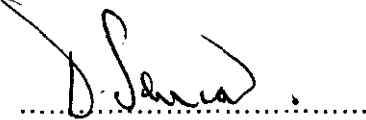
15 December 2005
Dated


GEORGE ROBERT HALL

15 December 2005
Dated


JOHN PRESTON HANNAM

15 December 2005
Dated


DAVID SENIOR

15 December 2005
Dated

Appendix

1. A guarantee to be given by the Company to HSBC Asset Finance (UK) Limited and HSBC Equipment Finance (UK) Limited ("HAF").
2. A Chattels Mortgage creating fixed charges over specific plant to be entered into between the Company and HAF securing the sums due to HAF from time to time.
3. A debenture creating fixed and floating charges to be entered into between the Company and HAF securing the sums due to HAF from time to time.
4. An inter company guarantee to be given by the Company to South Yorkshire Investment Development Fund Limited Partnership ("SYIF").
5. A debenture creating fixed and floating charges to be entered into between the Company and SYIF securing sums due to SYIF from time to time.
6. An inter creditor agreement to be entered into between the Company, HSBC Bank plc, HAF and SYIF.
7. Entering into a Loan Facility with HAF.
8. Entering into a loan agreement with SYIF.