

Company No. 2735715

## BWI PRODUCTS LIMITED

SPECIAL RESOLUTION  
(PASSED ON 3RD DAY OF JULY 1995)

That the payment of £7,999,000 out of the company's capital as defined in Sections 171 and 172 of the Companies Act 1985 in respect of the redemption of 7,999,000 Redeemable Ordinary Shares of £1 each under Sections 159 and 160 of the said Act from Whirlpool Europe B.V. be and is hereby authorised.

.....  .....  
Chairman





## REPORT OF THE AUDITORS

To the directors of BWI Products Limited

We have examined the attached statutory declaration of the directors dated 28 June 1995 in connection with the company's proposed purchase of 7,999,000 ordinary shares by a payment out of capital and reserves.

### BASIS OF OPINION

We have enquired into the state of affairs of the company in order to review the bases for the statutory declaration.

### OPINION

In our opinion the amount of £7,999,000 specified in the statutory declaration by the directors as the permissible capital payment for the shares to be purchased has been properly determined in accordance with section 171 and 172 of the Companies Act 1985.

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in section 173(3) of the Companies Act 1985 is unreasonable in all the circumstances.

A handwritten signature in dark ink, appearing to read 'Ernst &amp; Young', with a stylized flourish at the end.

Ernst & Young  
Chartered Accountants  
Registered Auditor  
28 June 1995