THE COMPANIES ACT 1985

ASSOCIATED TECHNOLOGIES LIMITED
Company Number 2815753

WE the undersigned, CHRISTOPHER EDWARD MOORE, LYNNE MARGARET MOORE (acting on behalf of LYTHAM ENTERPRISES UNLIMITED), MICHAEL ANTHONY CARROTTE, JANICE LILLIAN CARROTTE, CHRISTOPHER HOWARD HEGGADON and LAURA PATRICIA HEGGADON, being all the Members for the time being of the above-named Company entitled to receive notice of General Meetings and to attend and vote thereat hereby pass the following Resolution as a Special Resolution of the Company and agree that the said Resolution shall be valid and effective notwithstanding the fact that the appropriate notice of this meeting has not been given.

SPECIAL RESOLUTION

That there be approved under Section 164(2) of the Companies Act 1985 the terms of a contract to be entered into immediately after the signing hereof between the Company of the one part and Michael Anthony Carrotte, Janice Lillian Carrotte, Christopher Howard Heggadon and Laura Patricia Heggadon of the other part, whereby inter alia the Company is to purchase from Michael Anthony Carrotte, Janice Lillian Carrotte, Christopher Howard Heggadon and Laura Patricia Heggadon their total shareholding in the Company of 36 Ordinary Shares at a price of £160,000.00, such price to be paid out of distributable profits of the Company and to be satisfied by the transfer of 460,000 Ordinary Shares in Torex Group Plc.

We further confirm that a copy of the said contract has been available for inspection as required by Section 164(6) of the Companies Act 1985.

DATED this 4th day of April 1997.

Signed by
CHRISTOPHER EDWARD MOORE ....

Signed by
LYNNE MARGARET MOORE ....L M Moore.......

Signed by
MICHAEL ANTHONY CARROTTE ....

Signed by
CHRISTOPHER HOWARD HEGGADON ....

Signed by
JANICE LILLIAN CARROTTE .....J L Carrotte.........

Signed by
LAURA PATRICIA HEGGADON .....Laura Heggadon.......

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