

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
of

SOLA OPTICAL (UK) LIMITED

On 23rd July 2001 the following resolution was duly passed as a written resolution of the Company in accordance with regulation 53 of Table A in the Schedule to the Companies (Table A to F) Regulations 1985 (as amended) (as incorporated in the Company's articles of association) by all members of the Company who, at that date, were entitled to attend, and vote, at general meetings of the Company:-

1. THAT the Articles of Association of the Company be and are hereby altered by the deletion of Article 8.2 and the substitution therefor of the following:

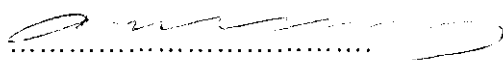
"8.2 The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 of Table A shall not apply to the Company. Notwithstanding the foregoing the directors shall be obliged to register, and nothing in this Article or elsewhere in these Articles or otherwise shall give the directors the power to:

- (a) refuse to register any transfer; or
- (b) restrict the transfer,

of any share in the capital of the Company:

- (i) by Sola International Inc to UBS AG, Stamford Branch (or its nominee) pursuant to a Deed of Mortgage of Shares between Sola International Inc and UBS AG, Stamford Branch to be dated on or about 20 July 2001; or
- (ii) pursuant to any enforcement of the Deed of Mortgage of Shares."

Signed



Director/Secretary

