

COMPANY NUMBER: 2885920

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

GENERAL CABLE INVESTMENTS LIMITED

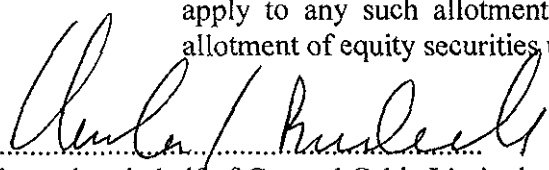
(the "Company")

passed on 25th May 2000

Pursuant to section 381A and schedule 15A of the Companies Act 1985 (as amended), the company undersigned being the sole member who at the date hereof would be entitled to attend and vote at a general meeting of the Company convened for the passing of the following special resolution, hereby passes the following special resolution as a written resolution and agrees that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a meeting duly convened and held.

WRITTEN SPECIAL RESOLUTION

- "That (a) the authorised share capital of the Company be increased from £101,000 to £100,101,000 by the creation of 100,000,000 Ordinary Shares of £1 each, ranking *pari passu* with the existing Ordinary Shares in the capital of the Company;
- (b) the Directors be generally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 ("the Act") to exercise for a period of five years from the date of the passing of this Resolution all the powers of the Company to allot and to make offers or agreements to allot relevant securities (as defined in Section 80(2) of the Act) up to an aggregate nominal amount equivalent to the nominal value of the authorised but unissued share capital of the Company as at the date hereof provided that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired; and
- (c) the Directors be and are hereby empowered pursuant to Section 95 of the Act to allot equity securities (as defined in Section 94 of the Act) pursuant to the authority referred to in paragraph (b) above as if Section 89(1) of the Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal value of £100,000,000."


for and on behalf of General Cable Limited

Date: 25 May 2000

