

Company No. 3123056

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING



of

BRYAN DONKIN RMG GAS CONTROLS LIMITED

We, being all the members of the Company who at the date of these resolutions are entitled to attend and vote at a general meeting of the Company **RESOLVE**, in accordance with section 381A of the Companies Act 1985, **AS FOLLOWS:**

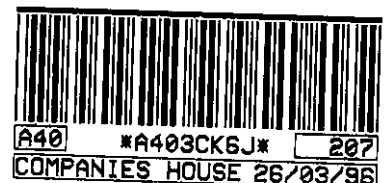
1. THAT the authorised share capital of the Company be increased to £3,000,000 by the creation of 2,999,900 shares of £1 each.
2. THAT the directors be generally and unconditionally authorised, pursuant to section 80 of the Companies Act 1985 (the "Act"), to exercise all powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £3,000,000 for a period of one year from the date of passing of this resolution (unless previously renewed, varied or revoked by the Company in general meeting) but the Company may make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities in pursuance of that offer or agreement.

Signed:

 _____ Ullmer Chairman of the Board of Managem. For and on behalf of RMG Regel + Messtechnik GmbH	 _____ Fischer Managing director
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Date:

March 5, 1996



BRYAN DONKIN RMG GAS CONTROLS LIMITED

**MINUTES OF A MEETING OF THE BOARD OF DIRECTORS
HELD AT DERBY ROAD, CHESTERFIELD, DERBYSHIRE S40 2EB
ON 13th March 1996**

PRESENT: Mr.H.J.Schwenk Managing Director
Mr.A.S.Clark Director, Company Secretary
Mr.A.Wood Director

IN ATTENDANCE:

CHAIRMAN

1. **IT WAS RESOLVED** that H.J.Schwenk be appointed chairman of the meeting.

QUORUM

2. The chairman declared that a quorum was present and that due notice of the meeting had been given to all directors.

PURPOSE OF THE MEETING

- 3.1 The chairman referred to the agreement which had been entered into on 17 January 1996 between The Hopkinsons Group PLC (1); Bryan Donkin Company Limited (2); the Company (3); and IWKA AG (4) pursuant to which the Company had purchased the business and assets of the Gas Controls Division of Bryan Donkin Company Limited and the entire issued share capital of The Bryan Donkin Company of Canada Limited and Bryan Donkin Sudamericana SA (the "Agreement").
- 3.2 It was noted that the consideration in the sum of £5.85 million payable in accordance with the Agreement had been paid by IWKA AG on behalf of the Company. It was acknowledged that as a result of this payment being made by IWKA AG, the Company owes IWKA AG £5.85 million. It was noted that IWKA AG had agreed to assign £3 million of the debt owed by the Company to RMG Regel + Messtechnik GmbH ("RMG") with the effect that the Company now owes RMG £3 million. RMG already owns 1 share of £1 and it has been agreed that, subject to shareholders' approval, the Company will issue to RMG a further 2,999,999 million shares of £1 each in satisfaction of the debt owed to RMG by the Company.

WRITTEN RESOLUTIONS

4. The chairman produced to the meeting a form of written resolutions which would be effective to pass resolutions to:
 - 4.1 increase the authorised share capital of the Company from £100 to £3,000,000; and
 - 4.2 increase the maximum amount of relevant securities which the directors are authorised to allot pursuant to section 80 of the Act.
5. The meeting was informed that, in accordance with section 381B of the Companies Act 1985, a copy of the written resolutions proposed to be agreed should be sent once signed to the Company's auditors. The resolutions would not have effect unless the auditors notified the Company that, in their opinion, the resolutions (i) did not concern them as auditors or (ii) did so concern them but was not required to be considered by the Company in general meeting or (iii) a period of seven days from the date on which the auditors received a copy of the resolutions expired without the auditors giving notice to the Company that the resolutions were required to be considered by the Company in general meeting.
6. **IT WAS RESOLVED** that (i) the form of written resolutions be approved and (ii) the Secretary be instructed to arrange for the Company's auditors to receive a copy of the resolutions.
7. **IT WAS RESOLVED** that the Secretary be instructed to arrange for signing of the resolutions by or on behalf of all the members.

ALLOTMENT OF NEW SHARES

8. The following application for shares was produced to the meeting:

Name of applicant	Number of shares applied for	Amount of debt to be satisfied
RMG Regel + Messtechnik GmbH	2,999,999	£2,999,999

9. **IT WAS RESOLVED THAT:**
 - (a) 2,999,999 shares of £1 each be allotted fully paid to the applicant;

- (b) the name of the allottee be entered in the register of members as the holder of the shares allotted to it; and
- (c) a certificate in respect of the shares allotted be sealed and issued to the allottee.

FILING OF DOCUMENTS

10. The secretary was instructed to arrange for the filing of the following documents with the Registrar of Companies:
- (a) notice of increase in authorised share capital (form 123) on receipt of notification from the auditors (or expiry of seven days without notice being received) with a copy of the written resolutions authorising the increase in the share capital and the allotment of relevant securities pursuant to section 80 and section 380 of the Act; and
 - (b) return of allotments (form 88(2)).

CLOSE OF MEETING

11. There being no further business the chairman declared the meeting closed.


Chairman

RMG REGEL + MESSTECHNIK GMBH

Geschäftsführung

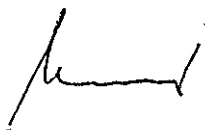
The Directors
Bryan Donkin RMG Gas Controls Limited
Derby Road
Chesterfield
Derbyshire S40 2EB
Great Britain

Osterholzstraße 45
D-34123 Kassel
Telefon 0561/5007-0
Telex 99626 regler d
Telefax 0561/5007-107

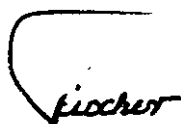
We hereby apply for the allotment of 2,999,999 shares of £1 each in the capital of Bryan Donkin RMG Gas Controls Limited ("BD-RMG") to be allotted as fully paid. In consideration of such allotment, we shall treat the debt in the sum of £2,999,999 owed by BD-RMG to RMG Regel + Messtechnik GmbH in respect of consideration monies payable by BD-RMG pursuant to a sale and purchase agreement dated 17 January 1996 as being satisfied.

Dated: March 5, 1996

Signed:



Ullmer
*Chairman of the Board
of Management*



Fischer
Managing director

For and on behalf of RMG Regel + Meßtechnik GmbH