



Company number: 03197833

THE COMPANIES ACTS 1985-1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

LAMBERT ENGINEERING HOLDINGS LIMITED (the "Company")

We, being all the members of the Company entitled to receive notice of and to attend and vote at general meetings of the Company **UNANIMOUSLY PASS** the following resolutions of the Company pursuant to section 381A of the Companies Act 1985 (as amended):

**SPECIAL RESOLUTIONS**

- 1 **THAT**, notwithstanding any existing provisions of the Memorandum or Articles of Association of the Company, the giving of financial assistance within the meaning of section 151 of the Companies Act 1985 (the "**Act**") by the Company for the purpose of the acquisition by Cobco 815 Limited (the "**Purchaser**") of 200 ordinary shares of £1 each, 3,600,000 redeemable preference A shares of £1 each, 1,080,000 redeemable preference C shares of £1 each and 1,200,000 redeemable preference D shares of £1 each in the issued share capital of Lambert Engineering Group Limited (the "**Target**"), taking the form of the execution and delivery of each of the documents (each a "**Document**" and together the "**Documents**") and having the principal terms described in the statutory declaration in form 155(6)a of today's date (a copy of which has been supplied to each member of the Company together with the auditors' report required to be annexed to it by section 156(4) of the Act) in the form required by section 155(6) of the Act and complying with section 156 of the Act be and is approved for the purpose of section 155(4) of the Act.

The original statutory declaration on form 155(6)a and its annexed Auditors' Report required by Section 156(4) of the Companies Act 1985 have been made available to each of the members of the Company before or at the same time this written resolution was supplied to each member of the Company for signature.

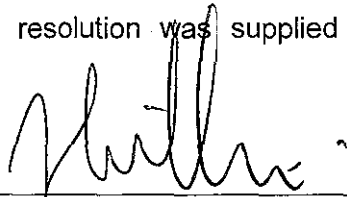
- 2 **THAT**, notwithstanding any personal interest any personal interest, the board of directors of the Company be and it is hereby specifically authorised, empowered and directed in the name of and on behalf of the Company to:

- 2.1 execute and deliver each of the Documents in the form produced to the meeting or with such amendments as they shall in their discretion approve; and
- 2.2 enter into such documentation and to take such action as may be required in order to carry out the matters referred to above.

- 3 **THAT** the execution and delivery by Lambert Engineering Limited (the "**Subsidiary**") of each of the documents and the giving of financial assistance taking the form and having the principal terms described in the forms 155(6)b of today's date made by the directors of the Company (which events would constitute the giving of financial assistance by the Subsidiary (as defined by section 151 of the Act)) be and are hereby approved for the purposes of section 155(4) of the Act.

The original statutory declarations on forms 155(6)b in respect of the Subsidiary and its annexed Auditors' Report required by Section 156(4) of the Companies Act 1985 have been made available to each of the members of the Company before or at the same time this written resolution was supplied to each member of the Company for signature.

Signed:



Dated

15 March 2007

Duly authorised signatory on behalf of Lambert Engineering Group Limited