

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

Company 3203966

ORDINARY RESOLUTION

OF

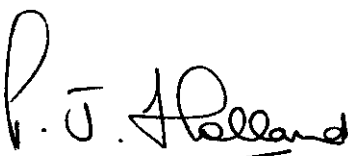
AMEC INTERNATIONAL LIMITED

PASSED ON 13TH FEBRUARY 2003

At an Extraordinary General Meeting of the above-named Company duly convened and held at Sandiway House, Hartford, Northwich on Thursday 13th February 2003 the following Resolutions were duly passed as Ordinary Resolutions.

Ordinary Resolutions

1. *"That the capital of the Company be increased from £100 to £100,000 by the creation of 99,900 ORDINARY shares of £1.00 each ranking pari passu in all respects with the existing ORDINARY shares in the capital of the Company."*
2. *"That the directors be and they are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. Provided that the authority hereby given shall expire 5 years after the passing of this resolution unless previously renewed or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority."*


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Chairman

13/02/03
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Date

