

Company number
3226960

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

INTERTEK FINANCE PLC

The following resolution was duly passed as a written resolution of the company by all the members of the company on 5th November, 1996 in accordance with article 5 of the Articles of Association of the company:

RESOLUTION


THAT the objects of the company be altered by:

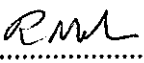
- (a) the insertion of a new sub-paragraph (6) immediately after the existing sub-paragraph (5) which shall state:

"(6) to borrow, raise and secure the payment of money in any way the directors think fit, including, without limitation, by the issue of Debentures and other securities, perpetual or otherwise, charged on all or any of the companies' property (present and future) or its uncalled capital, and to purchase, redeem and pay off the securities;" and

- (b) the re-numbering of existing sub-paragraphs (6) to (12) as (7) to (13) respectively.

Dated: 5th November, 1996


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for Intertek Testing Services Limited


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for Intertek Testing Services UK
Limited

C3:91948.

