

WRITTEN RESOLUTION OF THE SOLE MEMBER OF

BESPAK EUROPE LIMITED ("the company")

IN LIEU OF A GENERAL MEETING

(dated this 26 day of July 1998)

Company Number: 2515896

Pursuant to regulation 53 of Table A which regulation is incorporated into the Articles of Association of the company by Article 1 thereof, the undersigned, being the sole member for the time being of the above-named company entitled to receive notice of and vote at general meetings, hereby **RESOLVES** that the following resolution be and it is duly passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the Articles of Association of the company be altered by substituting for the existing Article 15 the following Article:

- "15. (a) If the company has a seal it shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or a second director.
- (b) The obligation under regulation 6 of Table A relating to the sealing of share certificates shall apply only if the company has a seal.
- (c) The company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors."



For and on behalf of

Bespak plc

