

COMPANY NUMBER: 03587944

THE COMPANIES ACTS 1985 - 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

P.J.O. (INDITHERM) LIMITED

("the Company")



We, the undersigned, being or representing all the members of the Company entitled to receive notice of and to attend and vote at general meetings of the Company pursuant to Section 381A Companies Act 1985 resolve that the following resolutions be duly passed as one written ordinary resolution and five written special resolutions of the Company:

ORDINARY RESOLUTION

1. THAT the authorised share capital of the Company be increased from £233,888 to £1,000,000 by the creation of 766,112 ordinary shares of £1 each with all the rights and restrictions expressed to be attached to them respectively by the Articles of Association to be adopted pursuant to resolution 6 below and to rank pari passu with all other ordinary shares in the capital of the Company.

SPECIAL RESOLUTIONS

2. THAT each of the 3403 "A" ordinary shares of £1 each in the capital of the Company, which have been issued and are credited as fully paid be converted into ordinary shares of £1 each ranking pari passu in all respects as one class of shares with the ordinary shares in the capital of the Company.
3. THAT the Company be re-registered as a public limited company.
4. THAT the name of the Company be changed to Inditherm plc.
5. THAT the Memorandum of Association of the Company be amended:-
 - 5.1. by deleting in clause 1 the words "P.J.O. (Inditherm) Limited" and substituting the words "Inditherm plc" in their place;
 - 5.2. by inserting the following new clause 2, namely:-

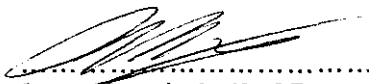
"2. The Company is to be a public company."
 - 5.3. by renumbering the remaining clauses of the Memorandum of Association.
6. THAT the Articles of Association contained in the printed document attached to these written resolutions be and the same are approved and adopted as the Articles of Association of the

Company in substitution for and to the exclusion of all the existing Articles of Association of the Company.

Signed
Patrick James O'Grady

Signed
James Anthony O'Grady

Signed
Colin Roy Tarry

Signed  G. A. Holmes
for and on behalf of Brymarc Limited

DIRECTORS,

Signed
John Buckley

Date: 6 December 2001

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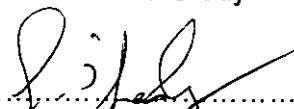
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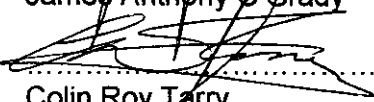
Signed


.....
Patrick James O'Grady

Signed


.....
James Anthony O'Grady

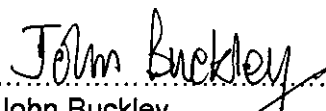
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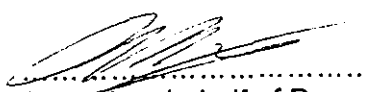
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