

THE COMPANIES ACT 1985
AND THE COMPANIES ACT 1989
COMPANY LIMITED BY SHARES
COMPANY NO. 3724228

SPECIAL RESOLUTION
OF
VOITH PAPER FABRICS BLACKBURN LIMITED

At an Extraordinary General Meeting of the Company duly convened and held on 16 November 2006 at the offices of the Company at Cartmell Road, Blackburn, Lancashire, BB2 2SZ the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT:-

1. The terms of an agreement between the Company and Voith Paper Fabrics Holding Limited for the purchase by the Company of 5,000,000 ordinary shares of £1 each in the capital of the Company as set out in the draft contract produced to the meeting and signed by the Chairman of the meeting for the purposes of identification ("the Contract") be approved and the Company be authorised to enter into the Contract and to complete the agreement subject to the Companies Act 1985 section 173, not earlier than 5 no more than 7 weeks after passing of this resolution.
2. The payment by the Company out of capital of the sum of £5,000,000 for the purchase of its own shares pursuant to the Contract be approved.

Signed:

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Chairman

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Dated:

.....16. November.....2006

TUESDAY



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COMPANIES HOUSE

Taylor's Solicitors

