

No. 03859614

WRITTEN RESOLUTIONS

of

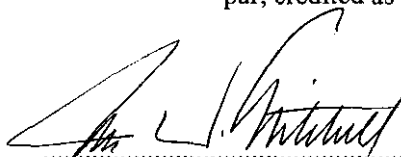
AAVID THERMALLOY UK HOLDINGS LIMITED
(the "Company")

**Written Resolutions of the Company pursuant to
Section 381A of the Companies Act 1985**

We, being the holder of the all the shares in the capital of the Company carrying the right to attend or vote at a general meeting of the Company and consequently being the sole member of the Company who at the date of these resolutions would be entitled to attend and vote at a general meeting of the Company, HEREBY PASS the following resolutions as written resolutions of the Company.

RESOLUTIONS

- 1 THAT the authorised share capital of the Company be and is increased from £7,520,200 to £13,520,200 by the creation of an additional 6,000,000 'A' Ordinary Shares of £1 each.
- 2 THAT in accordance with section 80 of the Companies Act 1985 ("the Act"), the directors be and are generally and unconditionally authorised to allot:
 - 2.1 6,000,000 'A' Ordinary Shares up to an aggregate nominal value of £6,000,000; and
 - 2.2 4,378,310 'B' Ordinary Shares up to an aggregate nominal value of £4,378,310,such authority to expire on the fifth anniversary of the date hereof.
- 3 THAT in accordance with section 95(1) of the Act, the directors be generally empowered to allot equity securities (as defined in section 95(2) of the Act) pursuant to the authority conferred by Resolution 2 above as if section 89(1) of the Act did not apply to such allotment, such power to expire on the fifth anniversary of the dated herof.
- 4 THAT the Company should discharge part of the outstanding indebtedness owed to Aavid Thermalloy LLC (the "LLC") by the allotment and issue to the LLC of £2,000,000 in nominal value of 'A' Ordinary Shares in the capital of the Company at par, credited as fully paid.



For and on behalf of
Aavid Thermalloy LLC

DATE: 23 DECEMBER 2004

