

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS
OF
DRAKA UK (ex DCC) PENSION PLAN TRUST COMPANY LIMITED

(Passed on 7th December 2000)

AT AN EXTRAORDINARY GENERAL MEETING of the Members of the Company duly convened and held at *The offices of Draka UK Ltd, Hertfordshire on 7/12/2000* the following Resolutions were unanimously passed as a Special Resolutions.

SPECIAL RESOLUTIONS



- 1 THAT the existing Articles of Association of the Company be amended by the insertion of the following article as a new Article 12.6A:

"12.6A that at least two or if greater 40% of the Directors of the Company will be nominated by Members of the Draka UK (ex DCC) Pension Plan ("Plan") under a nomination process to be determined by Draka (UK) Limited ("the Principal Employer") and notified to Members. If there are insufficient nominations to fill one or both positions the Principal Employer may nominate an alternative individual(s) or leave the position(s) vacant until it is next required to review the Member Nominated Director requirements of the Pensions Act 1995. For the purposes of this Article 12.6A:

12.6A.1 the Member Nominated Director requirements refer to arrangements (if any) required to be made for the Plan to comply with the requirements of Section 18 or 19 (as applicable) of the Pensions Act 1995;

12.6A.2 Members means those individuals who have been admitted to the Plan and who have not left the Plan (active members) including former Members who are in receipt of a pension under the Plan (pensioners)".

- 2 THAT the existing Articles of Association of the Company be amended so that the existing Article 12 be amended so that all existing reference to:

- 2.1 "Article 11.2" be replaced by "Article 12.2";
- 2.2 "Article 11.6" be replaced by "Article 12.6A";
- 2.3 "Article 11.4" be replaced by "Article 12.4";
- 2.4 "Article 11.5" be replaced by "Article 12.5".



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CHAIRMAN