

THE COMPANIES ACTS 1985 AND 1989


COMPANY LIMITED BY SHARES

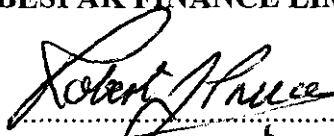
WRITTEN RESOLUTIONS
OF
BESPAK HOLDINGS LIMITED

Passed on 18 June 2001

In accordance with Section 381A of the Companies Act 1985 (the "Act"), we, being all of the members of the Company who would, at the date of these resolutions, have been entitled to vote upon them if they had been proposed at a general meeting at which we were present, pass the following resolutions as ordinary resolutions:

- 1 **THAT** the authorised share capital of the Company be increased to £6,931,763 by the creation of 310,000 ordinary shares of £1 each (the "New Ordinary Shares") having the rights more particularly described in the Articles of Association;
- 2 **THAT** pursuant to and in accordance with Section 80 of the Act the Board be and is hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of Section 80 of the Act) up to an aggregate nominal amount of £310,000 provided that this authority shall expire 5 years from the date of this resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Board may allot the relevant security in pursuance of such an offer or agreement as if the authority conferred hereby had not expired; and
- 3 **THAT** the Board be and is hereby authorised to exercise the authority granted by Resolution 2 as if Article 2.2 of the Articles of Association of the Company and Section 89(1) of the Act did not apply to the Company.


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For and on behalf of
BESPAK FINANCE LIMITED


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For and on behalf of
BESPAK plc

