

Company No: 3973457

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTIONS
OF
BESPAK HOLDINGS LIMITED**

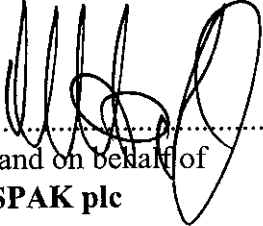
Passed 30 April 2004


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 written resolutions:

- 1 **THAT** the authorised share capital of the Company be increased from £6,931,763 to £7,585,263 by the creation of 653,500 ordinary shares of £1 each (the "**New Ordinary Shares**") having the rights more particularly described in the Articles of Association; L
- 2 **THAT** the directors are generally and unconditionally authorised in accordance with Section 80A of the Act to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Act) up to an aggregate nominal amount of £7,275,163 at any time or times and upon such terms as they think fit and until otherwise revoked or varied by the Company in general meeting, and this authority shall be in substitution for any previous authorities conferred on the directors; and 10
- 3 **THAT** the directors are 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.
- 4 **THAT**, subject to all the existing issued redeemable preference shares of £1 each in the capital of the Company being redeemed in accordance with the terms of the Articles of Association of the Company (the "**Redemption**"), each redeemable preference share of £1 be redesignated as an ordinary share of £1; 16



- 5 **THAT**, subject to completion of the Redemption referred to in resolution 4, the Articles of Association be amended by the deletion of Articles 4 and 5 therefrom and the re-numbering of the following Articles.)


.....
For and on behalf of
BESPAK plc


.....
For and on behalf of
BESPAK FINANCE LIMITED