

Company No. 4606078

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

BIFOLD FLUIDPOWER (HOLDINGS) LIMITED



WE HEREBY CERTIFY THIS TO BE A TRUE COPY
OF THE ORIGINAL

DATE 23/4/07

SIGNED DLA PIPER UK LLP

FRIDAY



A11
"ATXP7P2N"
27/04/2007
COMPANIES HOUSE

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Pursuant to section 381A of the Companies Act 1985 (as amended by the Deregulation (Resolutions of Private Companies) Order 1996), the undersigned, being all the members of the Company entitled to attend and vote at general meetings of the Company, agree to and pass the following written resolutions

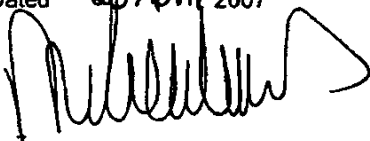
- 1 That the authorised share capital of the Company be and is hereby increased from £10,903 to £11,338 by the creation of 435 A ordinary shares of £1 each in the capital of the Company, such shares to rank pari passu in all respects with the existing A ordinary shares in the capital of the Company
- 2 That 60 ordinary shares of £1 each in the capital of the Company be redesignated as 60 A ordinary shares of £1 each, such shares to rank pari passu in all respects with the existing A ordinary shares of £1 each in the capital of the Company,
- 3 That the directors be and they are hereby generally and unconditionally authorised in accordance with section 80 Companies Act 1985 (the Act) to exercise all the powers of the Company to allot relevant securities (as defined in that section) up to an aggregate nominal amount of £495 to such persons, in such proportions, upon such terms (except at a discount) with such rights and restrictions and in such manner as the directors may decide, such authority to expire five years after the passing of this resolution, but so that this authority shall allow the Company to make before the expiry of this authority offers or agreements which would or might require relevant securities to be allotted after such expiry and notwithstanding such expiry the Directors may allot relevant securities in pursuance of such offers or agreements
- 4 That the directors of the Company be and they are hereby empowered, pursuant to section 95 of the Act, to allot equity securities (within the meaning of section 94 of the Act) pursuant to the authority given by resolution 2 above as if section 89(1) of the Act did not apply to the allotment provided that the power conferred by this paragraph shall be limited to the allotment of equity shares having an aggregate nominal amount of £495 and provided that such allotment takes place within five years of the passing of this resolution, except that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and notwithstanding such expiry the Directors may allot equity securities in pursuance of such offers or agreements
- 5 That the sum of £495 being part of the accumulated reserves of the Company, be capitalised and appropriated as capital to and among the holders of the A ordinary shares of £1 each in the capital of the Company as appearing in the register of members as at the opening of business on the date of this resolution and that the directors be authorised and directed to apply such sum in paying up in full 495 A ordinary shares of £1 each in the capital of the Company and to allot and distribute such new shares, credited as fully paid, to and among the

holders of the A ordinary shares pro rata as near as may be practicable to their existing shareholdings



Gary Terence Jacobson

Dated 20 April 2007



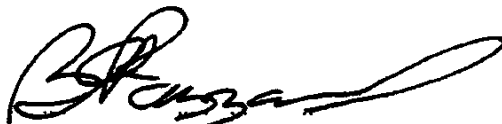
Andrew Sebastian Revans

Dated 20 April 2007



Michael Thomas Dennis

Dated 20 April 2007



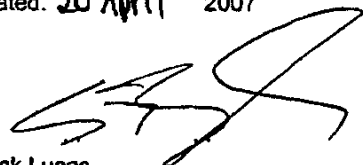
Bernard Charles Egbert Pazzard

Dated 20 April 2007



Paul Laszlo Torday

Dated. 20 April 2007



Rick Lucas

Dated 20 April 2007



Kathy Liang

Dated 20 April 2007



Neil Edwin Torbitt

Dated 20 April 2007



David Matthew Jagger

Dated 20 April 2007

For and on behalf of
Globe Nominees Limited

Dated 2007

For and on behalf of
Barclays Unquoted Investments Limited

Dated 2007

Kathy Liang

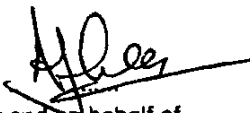
Dated 2007

Neil Edwin Torbitt


Dated 2007

David Matthew Jagger

Dated 2007


For and on behalf of
Globe Nominees Limited

Dated 20 April 2007


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Barclays Unquoted Investments Limited

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