

THE COMPANIES ACT 1985 and 1989

RESOLUTION IN WRITING

OF

BRIDGE ALUMINIUM LIMITED

(the "Company")

Passed on the 11th day of May 2004

WE, being all the members entitled to attend and vote at a General Meeting of the Company for the purposes of Section 381A(1) Companies Act 1985 **HEREBY RESOLVE** and **AGREE** that the resolutions numbered 1 and 2 below shall take effect as Special Resolutions:-

SPECIAL RESOLUTIONS

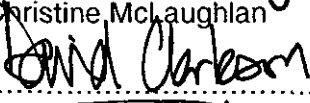
1. That the share capital of the Company be increased to £26,596 by the creation of 1596 new ordinary shares of £1 each ranking pari passu with the existing ordinary shares in the capital of the Company.
2. That the directors be and are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (and regulation 3(4) of the Company's articles of association) to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80(2) of the Companies Act 1985) up to an aggregate nominal amount of £1,596, provided that:-
 - 2.1 such authority shall expire on the day preceding the fifth anniversary of the passing 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 directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred had not expired; and
 - 2.2 such authority shall be in substitution for and shall replace any existing authority pursuant to the said section 80 which existing authority is accordingly revoked.


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Kevin Beaton

11.5.04
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Date


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Christine McLaughlan

11.5.04
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Date


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David Clarkson

11.5.04.
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Date

