

Registered Number: 5112079

THE COMPANIES ACT



HALMA FINANCING LIMITED (the "Company")

PRIVATE COMPANY LIMITED BY SHARES

SOLE MEMBER'S DECISION
PURSUANT TO SECTION 382B
COMPANIES ACT 1985 (the "Act")

The following is a written record pursuant to section 382B of the Act of a decision of the sole member of the Company to pass Ordinary and Special Resolutions, which have effect as if agreed by the Company in general meeting:

ORDINARY RESOLUTIONS

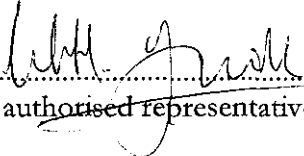
1. That the authorised share capital of the Company be increased from £100 to £96,000,000 by the creation of 95,999,900 ordinary shares of £1 each to rank pari passu in all respects with the existing ordinary shares of £1 each of the Company.
2. That the directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80 Companies Act 1985) up to an aggregate nominal amount of £95,999,999 provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on 12 May 2009 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 hereby had not expired.

SPECIAL RESOLUTION

That, the directors be and they are hereby empowered pursuant to section 95 Companies Act 1985 to allot equity securities (within the meaning of section 94 Companies Act 1985) pursuant to the authority conferred by resolution 2 as if section 89(1) Companies Act 1985 did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £95,999,999 and shall

expire on 12 May 2009 save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

Sole Member:

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as authorised representative for
Mitre House Nominees Limited

Date: 12/5/2004