

**THE COMPANIES ACT 1985**

**COMPANY LIMITED BY SHARES**

**BELFOR UK HOLDINGS LIMITED**

(a company registered in England no. 5947577)

**WRITTEN RESOLUTION  
OF  
MEMBER**

We, being the holder of all the issued shares having the right to vote at any general meeting, hereby resolve pursuant to section 381A of the Companies Act 1985 (as amended) and all other powers (to the intent that the following written resolution shall be as effectual as if items 1 and 2 had been passed as ordinary resolutions at a general meeting duly convened and held) as follows:

**RESOLUTIONS**

1. That the authorised share capital be and hereby is increased from £10,000 to £500,000 by the creation of 490,000 ordinary shares of £1.00 each ranking pari passu in all respects with such shares already in issue. 4
2. That the directors be and hereby are authorised to allot relevant securities (which expression shall in this resolution be construed in accordance with section 80 of the Companies Act 1985) up to a maximum of £490,000 in aggregate nominal value, to the intent that this authority shall expire 5 years following the date on which this resolution is passed but may be previously revoked or varied by the Company in general meeting and may be renewed by the Company in general meeting for a further period not exceeding 5 years, and the Company be and hereby is authorised to make any offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after this authority has expired with full power to the directors to allot relevant securities in pursuance of any such offer or agreement. 10

Dated: 19/10/06 2006

  
For and on behalf of Philsec Limited

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