

Company No. 3318

The Companies Act 1985

.....
COMPANY LIMITED BY SHARES
.....

Ordinary Resolutions

of

KVAERNER CLEVELAND BRIDGE INTERNATIONAL LIMITED
.....

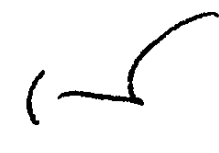
By Resolutions in writing dated 31st December 1996 the following Ordinary Resolutions were passed:-

ORDINARY RESOLUTIONS

That the nominal share capital of the Company be increased from £1,750,000 to £21,750,000 by the creation of 20,000,000 Ordinary Shares of £1.00 each such new Ordinary Shares to rank pari passu with the existing Ordinary Shares in the capital of the Company.

That pursuant to Section 80 of the Companies Act 1985, the Directors be unconditionally authorised to allot relevant securities (as defined in the Act) up to a maximum amount of £10,000,000 within the period of one month from the date hereof.

Certified a true copy

Brian 
Secretary

