

Company No.: 167498

**THE COMPANIES ACT 1985**

**COMPANY LIMITED BY SHARES**

**RESOLUTIONS**

of

**ALTRA HOLDINGS LIMITED**



AT AN EXTRAORDINARY GENERAL MEETING of the Mmembers of Altra Holdings Limited held at Aberdeen on the 5 day of September 1996 the following Resolutions were passed:-

As Ordinary Resolutions:-

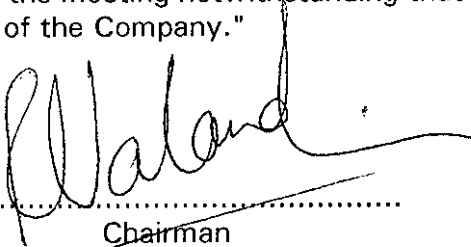
- "1 That the share capital of the Company be increased from £10,000 to £100,000 by the creation of 90,000 new Ordinary Shares of £1 each.
- 2 Subject to the passing of the resolution to adopt new Articles of Association ("the New Articles") set out as resolution number 3 in the notice convening the meeting:-
  - 2.1 99,998 Ordinary Shares of £1 each forming part of the authorised but unissued share capital of the Company be and are hereby converted and sub-divided into:-
    - (a) 338,992 Ordinary Shares of 25p each having the rights and obligations set out in the New Articles;
    - (b) 1,000 'A' Ordinary Shares of 25p each having the rights and obligations set out in the New Articles; and
    - (c) 60,000 Preference Shares of 25p each having the rights and obligations set out in the New Articles; and
  - 2.2 2 Ordinary Shares of £1 each forming the authorised and issued share capital of the Company be and are hereby converted into 8 Ordinary Shares of 25p each having the rights and obligations set out in the New Articles."

As a Special Resolution:-

- "3 The Articles of Association placed before the meeting and signed by the Chairman for identification purposes be and are hereby adopted as the Articles of Association of the Company in substitution for the existing Articles of Association of the Company."

As an Ordinary Resolution:-

- "4 That, with reference to Section 320 of the Companies Act 1985, the Company hereby approved the purchase of 2,500 Ordinary Shares of £1 each in the capital of Altra Consultants Limited in accordance with the draft Share Exchange Agreement placed before the meeting notwithstanding that certain of such shares are held by the directors of the Company."

  
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Chairman