

Registered Number: 209797

THE COMPANIES ACTS

BLACK & DECKER INTERNATIONAL (the "Company")

AN UNLIMITED COMPANY

SHAREHOLDERS' WRITTEN RESOLUTION

PURSUANT TO SECTION 381A

COMPANIES ACT 1985 (the "Act")

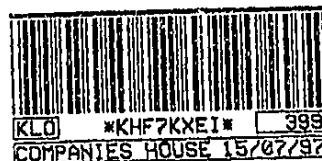
We the undersigned being all the members of the Company who, at the date of these resolutions are entitled to attend and vote at a general meeting of the Company hereby resolve in writing pursuant to Section 381A of the Act as follows:-

WRITTEN RESOLUTIONS

SPECIAL RESOLUTION

1. RECLASSIFICATION OF SHARE CAPITAL

THAT the authorised Ordinary Share capital of the Company consisting of 46,500^{ms}147 issued and unissued Ordinary Shares of £1 each be redesignated as "A" Ordinary Shares of £1 each.



ORDINARY RESOLUTION

2. RESOLUTION TO INCREASE SHARE CAPITAL

THAT the authorised share capital of the Company be increased from £50,000,000 to £60,000,000 by the creation of TEN MILLION (10,000,000) "B" Ordinary Shares of £1 each.

ORDINARY RESOLUTION

3. SECTION 80 AUTHORITY: GENERAL AND UNCONDITIONAL

THAT the directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (as defined for the purposes of section 80 of the Companies Act 1985) up to an aggregate nominal amount of £10,000,000 provided that this authority shall be in addition to any other authority granted to the directors to allot relevant securities and shall expire on the date being five years after the passing of this resolution unless renewed, varied or revoked by the Company in general meeting save that the Company may before such expiry or the expiry of any renewal of this authority 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 this authority had not expired and provided further that this authority shall supersede and revoke any earlier authority.

SPECIAL RESOLUTION

4. ENHANCED VOTING RIGHTS

The Ordinary Share capital of the Company is divided into "A" Ordinary Shares and "B" Ordinary Shares. The "A" Ordinary Shares and the "B" Ordinary Shares shall rank *pari passu* in all respects save that on a show of hands every holder of "A" Ordinary Shares present in person or by proxy shall have one vote and on a poll shall have one vote for each "A" Ordinary Share of which he is the holder. On a show of hands every holder of "B" Ordinary Shares present in person or by proxy shall have 2 votes and on a poll shall have 2 votes for each "B" Ordinary Share of which he is the holder.

Member

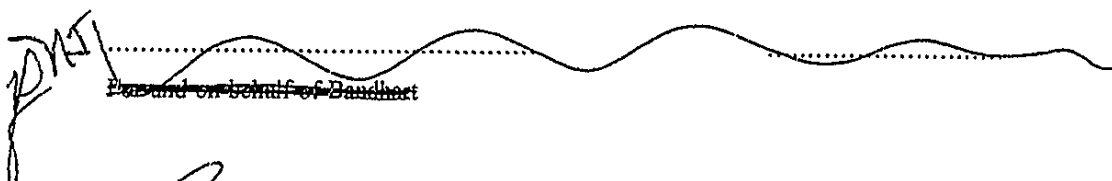
Date


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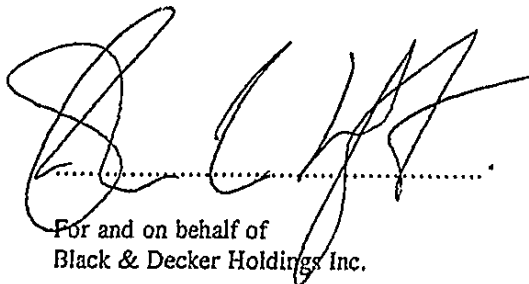
8th JULY 1997
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For and behalf of

Black & Decker Group Inc.


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~~For and on behalf of Bandholt~~


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8th JULY 1997
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For and on behalf of
Black & Decker Holdings Inc.