

THE COMPANIES ACT 1995

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

GODIVA BEARINGS (SOUTHERN) LIMITED

Passed on 20 May 2004

We, the undersigned, being all those members of the Company entitled to receive notice of and to attend and vote at general meetings of the Company hereby resolve pursuant to Section 381A of the Act that the following resolutions be duly passed as written resolutions of the Company of the type indicated by the heading attributed to each:

SPECIAL RESOLUTION

1. THAT the Company alter its memorandum of association:

1.1 by renumbering objects clauses 3(z) as 3(zz); and

1.2 inserting the following as new objects clause 3(z)

"to give any form of financial assistance that may lawfully be given in connection with the acquisition of shares in the Company or any other company".

Signed by all those members of the Company who as at the date hereof would be entitled to attend and vote at a general meeting had the resolutions been put to such a meeting.



For and on behalf of
Godiva Bearings Limited
(sole member)

Dated: 20 May 2004

(Copy sent to the Company's auditors)

