

Company number  
3268265

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION  
OF  
TRACEDANCE LIMITED

The sole member of the company passes the following resolution:

That:

- (a) the Company provide a UK Guaranty (as referred to in the Agreement defined below) of the obligations of the Company's ultimate parent, Carlisle Finance S.A., incorporated in Luxembourg (the "Borrower"), in relation to a loan agreement dated March, 2000 between the Borrower, certain financial institutions as Lenders and The Bank of Nova Scotia as Agent (the "Agreement");
- (b) the Company create floating security over all its assets in favour of the Lenders pursuant to a Deed of Floating Charge (as referred to in the Agreement); and
- (c) the Company enter into a pledge agreement creating security over its shareholding in each of its subsidiaries in favour of the Lenders pursuant to a Deed of Charge and Memorandum of Deposit (as referred to in the Agreement),

(together the "Documents"); and

- (d) the Articles of Association of the Company be amended by the renumbering of regulation 14 as regulation 14(a) and adding the following as new regulation 14(b) and 14(c).

"14(b) Notwithstanding anything contained in these articles, the directors will register any transfer of shares and may not suspend registration of such shares where such transfer:

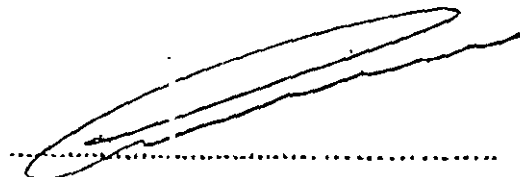
- (i) is to the bank or institution to which such shares have been charged by way of security, whether as agent for a group of banks or institutions or otherwise, or to any nominee or any transferee of such a bank or institution (a "Secured Institution"); or
- (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
- (iii) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security.



- 14(c) Notwithstanding anything to the contrary contained in these articles, no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under these articles or otherwise howsoever to require such shares to be transferred to them, whether for consideration or not;"

and that Philip Osborne, the Company Secretary of Carlisle Holdings Limited, or any two Directors of the Company, be authorised to witness the affixing of the Company's seal to the Documents (and any other related documents) or to execute the Documents (and any other related documents) required to be executed by the Company as a deed in any manner permitted by law and the Company's Articles of Association and that this resolution shall have effect notwithstanding any provision of the Company's Articles of Association.

For and on behalf of  
Capitol Group plc

A handwritten signature in dark ink, consisting of several overlapping loops and a long horizontal stroke, positioned above a dotted line.

Date: March 12, 2000.