

HUBBELL HOLDINGS LIMITED
(Registered Number 4316671)
(the "Company")

I, the undersigned, being the authorised representative of the sole member of the Company having the right to attend and vote at meetings of the Company, hereby **RESOLVE** that the following be and are passed as resolutions in writing of the Company:

ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be increased from £100 to £20,000,000 by the creation of 19,999,900 ordinary shares of £1 each to rank pari passu in all respects with the existing ordinary shares of £1 each of the Company.
2. 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 £20,000,000 provided that this authority 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.

Date: 27 February 2002

Signed: *Richard W. Davies*.....

for and on behalf of **Hubbell Canada, Inc.**

