

12-10-95

Number of Company SC046491

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
WALLACE, McDOWALL LIMITED

Passed 8th September 1995

On 8th September 1995, the undersigned being the sole member of WALLACE, McDOWALL LIMITED ("the Company") approved and adopted pursuant to section 381A of the Companies Act 1985 the following resolution as a written resolution:-

- "1. That the authorised share capital of the Company be increased from £30,000 divided into 30,000 Ordinary shares of £1 each to £1,000,000 divided into 1,000,000 Ordinary shares of £1 each by the creation of 970,000 Ordinary shares of £1 each.
2. That
 - (a) the Directors be and are hereby authorised generally for the purpose of Section 80 of the Companies Act 1985 ("the Act") to allot and issue such number of relevant securities and on such terms and conditions as they may in their discretion think fit subject always to the following conditions and the Articles of Association of the Company:-
 - (i) the maximum amount of relevant securities to be allotted in pursuance of this authority shall be the unissued shares in the capital of the Company for the time being; and



- (ii) this authority shall expire, unless sooner revoked or altered by the Company in General Meeting, on the expiry of the period of five years from the date of passing of this Resolution provided that the Company may, before such expiry, 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 the power conferred hereby had not expired.
- (b) words and expressions defined in or for the purposes of Part IV of the Act shall bear the same meanings in this resolution.
3. That pursuant to 2 above and Section 95(1) of the Act, Section 89(1) of the Act shall not apply to any allotment of shares in the capital of the Company."

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Director for and on behalf of
Motherwell Bridge Holdings Limited

<cc>jxm.1109.1.mins