

IMD HOLDINGS LIMITED

(Registered No. 81670)

NOTICE is hereby given that on 5th October 1998 the following resolutions were passed as Special Resolutions of the Company:-

SPECIAL RESOLUTIONS

1. "THAT the Company's Articles of Association be and are hereby amended by the insertion of a new Article 1(A) in place of the existing Article 1(A) as follows:

1(A) The Company is established as a private company. The regulations contained in Parts I and II of Table A appended to the Companies Act 1948 shall not apply to the Company. The regulations contained in Table A as set out in Statutory Instrument 1985 No. 805 as amended by Statutory Instrument 1985 No. 1052 (hereinafter referred to as "Table A") with the exception of Regulations 2, 3, 5, 23, 24, 40, 41, 53, 64 to 69 (inclusive), 73 to 87 (inclusive), 93 and 118 of Table A, and of any other regulations which are inconsistent with the additions and modifications hereinafter set forth shall apply to the Company. In these Articles, "the Act" means the Companies Act 1985."

2. "THAT pursuant to section 155(5) of the Companies Act 1985, the giving by Industrial & Marine Diesels Limited, Sidewinder Concrete Pumps Limited and the Company of financial assistance, by way of execution of the Hive Up Agreement and the subsidiary Sale Agreement be and it is hereby approved."



Chairman