

THE COMPANIES ACTS

BLACK & DECKER  
(Registered in England No. 291547)

PRIVATE COMPANY

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**SHAREHOLDERS' WRITTEN RESOLUTION  
PURSUANT TO SECTION 381A  
COMPANIES ACT 1985 (the "Act")**

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We, the undersigned, being all the members of the Company who, at the date of this Resolution, are entitled to attend and vote at a general meeting of the Company hereby resolve in writing pursuant to section 381A of the Act as follows:-

- (a) That the Directors be and they are hereby generally and unconditionally authorised for an indefinite period of time to declare and pay interim dividends if it appears to the Directors that such interim dividends are justified by the financial position of the Company; and
- (b) That the Directors be and they are hereby empowered to satisfy interim dividends, declared pursuant to the authority conferred by paragraph (a) of this Resolution, wholly or partly by distribution in specie of specific assets of the Company including paid-up shares or debentures of any other company and, where any difficulty arises concerning such distribution, to settle it as they think expedient and in particular to issue fractional certificates or authorise any person to sell and transfer any fractions or to ignore fractions altogether, and to fix the value for distribution of such specific assets and to determine that cash shall be paid to any member upon the basis of the value so fixed in order to secure equality of distribution and to vest any assets to be distributed in trustees as the Directors may consider expedient.

Signed: R. A. Whitham

For and on behalf of  
Black & Decker International.

Dated: 15/4/97

Signed: [Signature]

For and on behalf of  
Emhart International Limited.

Dated: 16/4/97

