

**THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES**

**ORDINARY AND SPECIAL RESOLUTIONS OF
NEWMAN TONKS (BARNSTAPLE) LIMITED
COMPANY NO. 312202**

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened, held on 12 March 1999 at The Crescent, Birmingham Business Park, Birmingham, B37 7YX, the following resolutions were duly passed: nos 1, 2 and 3 as Ordinary Resolutions and no 4 as a Special Resolution.

RESOLUTIONS

1. THAT the authorised share capital of the Company be increased from £500000 to £1189050 by the creation of 689050 additional ordinary shares of £1 each, ranking in all respects pari passu with the existing ordinary shares of £1 each.
2. THAT the directors be and are hereby unconditionally authorised for the purposes of Section 80 Companies Act 1985 to allot shares up to the amount of the authorised share capital of the Company at any time or times during the period of five from the date of this resolution.
3. THAT upon the recommendation of the directors the sum of £768991 being the full amount for the time being owed by the Company to Ingersoll-Rand Architectural Hardware Group Limited be capitalised and accordingly that such sum be not paid in cash but be applied in paying up in full at par 768991 ordinary shares of £1 each in the capital of the Company, to be allotted credited as fully paid to Ingersoll-Rand Architectural Hardware Group Limited and that the directors be authorised and directed to apply the said sums and to issue the ordinary shares of £1 each accordingly and that such shares shall rank for all purposes pari passu with the existing ordinary shares of £1 each in the capital of the Company.
4. THAT the rights of pre-emption contained in Section 89(1) Companies Act 1985 and the Articles of Association of the Company shall not apply to the allotment of 768991 ordinary shares of £1 each made by the directors on 12 March 1999.

Signed:

Chairman of the meeting

