

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

WEIGH-TRONIX LIMITED

At an EXTRAORDINARY GENERAL MEETING of the Company held at Foundry Lane, Smethwick, West Midlands, B66 2LP on Thursday, 20th November 2003 at 6.30 pm the following resolution was passed as a special resolution:

THAT pursuant to the provisions of Section 49(1), Companies Act 1985 ("the Act"), the Company be converted from a company limited by shares having an authorised share capital to an unlimited company with a share capital and that: -

- (a) pursuant to Section 49(5)(a) of the Act the Memorandum of Association of the Company annexed hereto and, for the purpose of identification initialled by the Chairman of the meeting, be approved and adopted as the Memorandum of Association of the Company in substitution for, and to the exclusion of, the existing Memorandum of Association.
- (b) pursuant to Section 49(6)(a) of the Act the Articles of Association of the Company annexed hereto and, for the purpose of identification initialled by the Chairman of the meeting, be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

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Secretary



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