

THE COMPANIES ACT 1985

WRITTEN RESOLUTION

OF

GAMET BEARINGS LIMITED

WE, the undersigned, being the sole Member of the above Company for the time being entitled to receive notice of, attend and vote at General Meetings, hereby pass the following Resolution as a Special Resolution and agree that the said Resolution shall for all purposes be as valid and effective as if the same had been passed as a Special Resolution at a General Meeting of the Company duly convened and held.

IT WAS RESOLVED that in accordance with the provisions of section 250 of the Companies Act 1985 the Company, being dormant within the meaning of the said section be exempt from the obligation to appoint auditors as otherwise required by section 384 of the said Act.

DATED 2ND DECEMBER 1997

For and on behalf of

THE 600 GROUP PLC

