

THE COMPANIES ACT 1948
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
HPC ENGINEERING LIMITED

Pursuant to section 381A Companies Act 1985 the undersigned, being all the members of the Company entitled to attend and vote at general meetings of the Company, agree to and pass the following written resolutions:

- 1 That the Company be re-registered as a public limited company under the Companies Act 1985 and accordingly its name be changed to "HPC Engineering Public Limited Company".
- 2 That the Memorandum of Association of the Company be altered as follows:
 - (a) in clause 1, by deleting the words "HPC Engineering Limited" and substituting the words "HPC Engineering Public Limited Company";
 - (b) by inserting the following new clause 2: "The Company is to be a public company.";
 - (c) by re-numbering the existing clauses 2 to 5 (both inclusive) as 3 to 6 respectively; and
 - (d) by deleting the words "HPC Engineering Limited" wherever they appear in the Memorandum and substituting the words "HPC Engineering Public Limited Company".
- 3 That the Articles of Association of the Company be altered by deleting the words "HPC Engineering Limited" wherever they appear in the Articles and substituting the words "HPC Engineering Public Limited Company".

Signature:

For and on behalf of Lilac Limited

Date: ...10/3/05.....

Signature:

Ian Curtis

Date: ...10/3/05.....

