

Company No: 626216

THE COMPANIES ACT 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

HODGE CLEMCO LIMITED ("the Company")

Samuel Hodge Limited, the undersigned, being the sole member of the Company who at the date of this resolution is entitled to attend and vote at general meetings of the Company, **RESOLVE** that the following resolution be passed as a written resolution having effect as a Special Resolution of the Company in accordance with section 381A of the Companies Act 1985 and agree that the written resolution shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:-

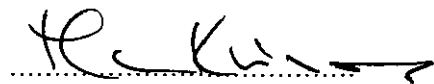
SPECIAL RESOLUTION

1. **THAT** the giving of financial assistance (within the meaning of Section 152 of the Companies Act 1985 ("the Act") by the Company to IMCO (22006) Limited for the purpose of the acquisition by IMCO (22006) Limited of 250,000 ordinary shares of £1 each in the issued share capital of Samuel Hodge Holdings Limited, taking the form and having the principal terms described in the statutory declaration in Form 155(6)a of today's date (a copy of which was provided to each shareholder together with the relative auditor's report required to be annexed to it by Section 156(4) of the Act) in the form required by Section 155(6) of the Act and complying with Section 156 of the Act be and is approved for the purpose of Section 155(4) of the Act.

DATED

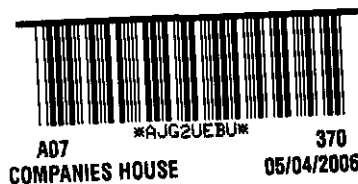
23

March 2006



Director

Duly authorised for and on behalf of
Samuel Hodge Limited



1. A copy of this Written Resolution was sent to the Company's auditors on the date that it was passed.
2. A statutory declaration made by all the directors of the Company pursuant to section 155(6) of the Companies Act 1985 in relation to the proposed financial assistance referred to in resolution 1 above, together with an auditors report thereon was sent to the above member with this Written Resolution.