

COMPANY NUMBER: 769971

THE COMPANIES ACTS 1985 AND 1989

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PRIVATE COMPANY LIMITED BY SHARES

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WRITTEN RESOLUTION

OF

METRODE PRODUCTS LIMITED



We, the undersigned members of the above-named Company being all the members who at the date hereof have the right to vote at any general meeting of the Company hereby resolve (to the intent that the following resolution shall be as effectual as if passed as a Special Resolution at a general meeting duly convened and held) as follows:-

WRITTEN RESOLUTION

THAT the Articles of Association of the Company be amended in the following manner:

- (a) By the addition of a new sub-Article 5.1.8 as follows:

"5.8 to the Company pursuant to the purchase by the Company of its own shares in accordance with Article 11."

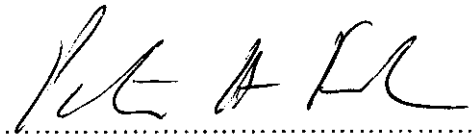
- (b) By the addition of a new Article 11 as set out below and the consequential re-numbering of the existing Articles 11 to 18 as Articles 12 to 19:

"11 **PURCHASE OF OWN SHARES**

11.1 Subject to the provisions of the Act, the Company may enter into any contract for the purchase of all or any of its shares of any class (including any redeemable shares) and any contract under which it may, subject to any conditions, become entitled or obliged to purchase all or any of such shares and may make payments in respect of the redemption or purchase of such shares otherwise than out of distributable profits or the proceeds of a fresh issue of shares. Every contract entered into pursuant to this Article shall be authorised by such resolution of the Company as may for the time being be

required by law but subject thereto the Directors shall have full power to determine or approve the terms of any such contract. Neither the Company nor the Directors shall be required to select the shares in question rateably or in any other particular manner as between the holders of shares of the same class or as between them and the holders of shares of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares. Subject to the provisions of the Act, the Company may agree to the variation of any of its rights or obligations under any such contract."

I hereby certify that the above Written Resolution has been duly signed by each and every member of the Company on several documents setting out the resolution and in identical terms, the last of which was signed on the 24<sup>th</sup> day of JUNE 2005.



COMPANY SECRETARY

24/6/05

DATE