

Company number
887600

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
TRIDONICATCO UK LIMITED
(the Company)

UNDER SECTION 381A OF THE COMPANIES ACT 1985

We, the undersigned, being the holders of all the issued share capital of the Company, pass the following resolution:

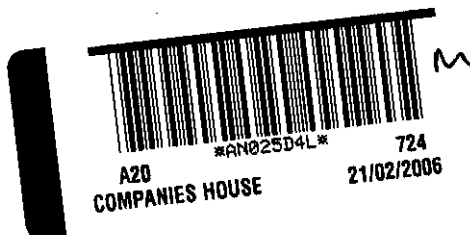
That:

Wengen-One Limited should enter into a supplemental deed to be dated on or around 7 February 2006 (being supplemental to the Composite Guarantee and Debenture dated 2 February 2001, as supplemented and amended by Deeds of Accession or otherwise from time to time (the **Debenture**)) with Bank Austria Creditanstalt AG on behalf of the Company, the purpose of which is to extend the guarantee obligations and security provided in the Debenture to cover the liabilities of Tridonic.Atco Manufacturing Pty Ltd which is to be a new borrower under the credit agreement dated 29 January 2001 between, among others, Zumbobel AG (formerly known as Zumbobel Aktiengesellschaft) and Bank Austria Creditanstalt AG (as amended) which is in the process of being amended.


For TRIDONICATCO HOLDING GMBH


For ZUMTOBEL AG

Date: 7 February 2006



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887600

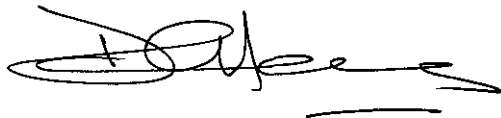
THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
TRIDONICATCO UK LIMITED
(the Company)

UNDER SECTION 381A OF THE COMPANIES ACT 1985

By a written resolution dated 7 February 2006, the holders of all the issued share capital of the Company agreed to the following resolution being passed:

That:

Wengen-One Limited should enter into a supplemental deed to be dated on or around 7 February 2006 (being supplemental to the Composite Guarantee and Debenture dated 2 February 2001, as supplemented and amended by Deeds of Accession or otherwise from time to time (the **Debenture**)) with Bank Austria Creditanstalt AG on behalf of the Company, the purpose of which is to extend the guarantee obligations and security provided in the Debenture to cover the liabilities of Tridonic.Atco Manufacturing Pty Ltd which is to be a new borrower under the credit agreement dated 29 January 2001 between, among others, Zumbobel AG (formerly known as Zumbobel Aktiengesellschaft) and Bank Austria Creditanstalt AG (as amended) which is in the process of being amended.



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[Director]/[Secretary]

7 February 2006