

NOTICE OF SPECIAL RESOLUTION

Number of Company 958507

THE COMPANIES ACT 1985 COMPANY LIMITED BY SHARES SPECIAL RESOLUTION

(Pursuant to Section 381(A) of The Companies Act 1985)

of

PRYSMIAN CABLES & SYSTEMS LIMITED
("the Company")

=====
Passed 26 September 2007
=====

By written shareholders resolution dated 26 September 2007 made pursuant to Section 381(A) and 381(B) of The Companies Act 1985 the following **RESOLUTION** was passed as a Special Resolution -

That:-

- 1 The terms of an agreement between the Company and Prysmian Cable Sistemi Energia SRL for the purchase of the Company of 50,000,000 ordinary shares of £1.00 each in the capital of the Company as set out in the draft contract produced to the meeting and signed by the Chairman of the meeting for the purposes of identification ("the Contract") be approved and the Company be authorised to enter into the Contract
- 2 The payment by the Company out of capital of the sum of £50,000,000 for the purchase of its own shares pursuant to the Contract be approved

Signature



DIRECTOR
PRYSMIAN CABLES & SYSTEMS LIMITED

THURSDAY



A10 *A7E9TTB1* 375
27/09/2007
COMPANIES HOUSE