

**THE COMPANIES ACT 1985**

**COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION  
of  
HEH INVESTMENTS LIMITED**

(Passed: 13/08/1999)

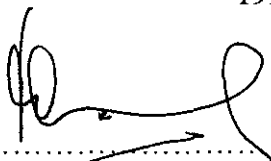
We, the undersigned, being the only members of the above named Company for the time being entitled to attend and vote at general meetings of the Company (and being the only shareholders of the Company at the date hereof), resolve in accordance with section 381A of the Companies Act 1985:

**THAT** the Memorandum of Association of the Company be altered by inserting the following new provision as clause 3(t) therein:

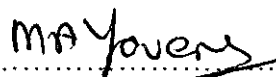
- "3(t) Except insofar as prohibited by Section 151 of the Companies Act 1985, to give, directly or indirectly, whether with or without the Company receiving any consideration or advantage and whether or not in furtherance of the attainment of any other object of the Company, financial assistance of any kind (including but not limited to financial assistance within the meaning of Section 152(1) of the Companies Act 1985) to any person or company in any manner on any terms and for any purposes whatsoever and in particular (without derogation from the generality of the foregoing) to give financial assistance for the purpose of or in connection with the purchase of or subscription for securities in the capital of the Company or any holding company, subsidiary or wholly-owned subsidiary (as defined in Section 736 of the Companies Act 1985) of the Company to be made by any person or company."

Date:

1999



For and on behalf of  
HALL ENGINEERING (HOLDINGS) PLC



For and on behalf of  
HE (H) NOMINEES LTD

