

Registered Number: 01518375

THE COMPANIES ACT 1985

**BANDHART**  
**(the "Company")**

UNLIMITED COMPANY

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**SHAREHOLDERS' WRITTEN RESOLUTIONS  
PURSUANT TO SECTION 381A  
COMPANIES ACT 1985**

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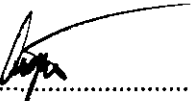
We, the undersigned, being all the members of the Company who, at the date of this resolution, are entitled to attend and vote at a general meeting of the Company and RESOLVE in writing pursuant to section 381A of the Companies Act 1985 as follows:

**ORDINARY RESOLUTIONS**

1. "THAT the authorised share capital of the Company be increased from £1,250,000 to £115,250,000 by the creation of 114,000,000 ordinary shares of £1 each to rank pari passu in all respects with the existing ordinary shares of £1 each of the Company."
2. "THAT the directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80 Companies Act 1985) up to an aggregate nominal amount of £114,000,000 provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on 16 December 2010 save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired."

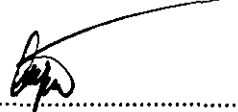
The date of the resolution is the date on which the last of us to sign it did so.



Signed  .....

Date 16/12..... 2005

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for and on behalf of Emhart International Limited

Signed  .....

Date 16/12..... 2005

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for and on behalf of Black & Decker International