

Company No. 2014322



CUMBERLAND GROUP HOLDINGS LIMITED

WRITTEN MEMBERS' RESOLUTION

PURSUANT TO

S.381A COMPANIES ACT 1985

PURSUANT TO Section 381A Companies Act 1985 we, the undersigned, being all the members of the company entitled at the date hereof to attend and vote at general meetings of the Company **HEREBY AGREE AND CONFIRM** that the following resolution shall for all purposes have effect as if it had been passed as a special resolution at a general meeting of the Company duly convened and held. Accordingly **WE HEREBY RESOLVE:-**

1 **THAT** the Articles of Association be amended as follows:-

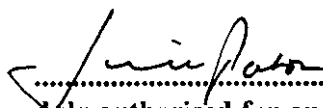
- 1.1 The words "subject to Article 2(a)(i)(f)" shall be inserted in Article 2(a)(i)(a) before the words "first in paying to the 'A' Ordinary Shareholders";
- 1.2 the words "subject to Article 2(a)(i)(f)" shall be inserted in Article 2(a)(i)(b) before the words "second in paying to the 'B' Ordinary Shareholders";
- 1.3 the words "subject to Article 2(a)(i)(f)" shall be inserted in Article 2(a)(i)(c) before the words "third in paying to the 'A' Ordinary Shareholders";
- 1.4 in Article 2(a)(i)(c) the words "ending on or after 31st March 1997" shall be inserted after the word "year" in the second line of such Article, the percentage figure of 19.88% be deleted and the percentage figure of 15% be inserted in substitution therefor and the words "unless such Net Profit is less than £200,000 in which case the percentage shall be reduced to 12.5% from 15% for that financial year" be inserted in line 9 of Article 2(a)(i)(c) after the words "the total of any Fixed Dividend paid)" but before the words ". The Participating Dividend (if any) shall be paid";
- 1.5 The following new Article 2(a)(i)(f) be inserted after Article 2(a)(i)(e):-
 - "(f) the maximum dividend to be received in respect of the 'A' Ordinary Shares and the 'B' Ordinary Shares treating those shares as the same class for this

purpose for the financial year of the company ended 31st March 1997 shall be £30,500 in aggregate and £30,500 in aggregate for the financial year of the Company ending 31st March 1998 and for the financial year of the Company ending 31st March 1999 the maximum dividend to be received in respect of the 'A' Ordinary Shares and 'B' Ordinary Shares shall treating those shares as the same class for this purpose be £61,000 in aggregate."

- 1.6 in line 2 of Article 2(a)(i)(c)(3) after the words "before deducting any amount for goodwill written off" the words "in respect of the acquisition by the Company of The Cumberland Engineering Company Limited now called Cumberland Cathodic Protection Limited (Company Number 182646) and Robert Greaves & Sons Limited now called Cumberland Electrochemical Limited (Company Number 465980) but after deducting any amount for goodwill written off in respect of the acquisition by the Company of Eiger Torrance Limited (Company Number 1300289) and other acquisitions" be inserted.

DATED the 29 day of JANUARY 1998

Signed:


.....
duly authorised for and on
behalf of 3i plc


.....
B J BILLINGTON

CLASS CONSENT

**of the holders of the "A" Ordinary Shares
of £1.00 each in the capital of**

CUMBERLAND GROUP HOLDINGS LIMITED

We, the undersigned, being all the members holding all the issued "A" Ordinary Shares of £1.00 each in the capital of the company **HEREBY CONSENT** to the following resolution being passed as a Special Resolution of the Company notwithstanding that the passing of the said resolutions will affect the rights and privileges attached to the "A" Ordinary Shares of £1.00 each in the capital of the Company.

SPECIAL RESOLUTIONS

1 **THAT** the Articles of Association be amended as follows:-

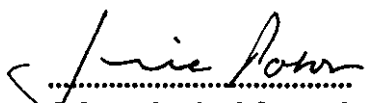
- 1.1 The words "subject to Article 2(a)(i)(f)" shall be inserted in Article 2(a)(i)(a) before the words "first in paying to the 'A' Ordinary Shareholders";
- 1.2 the words "subject to Article 2(a)(i)(f)" shall be inserted in Article 2(a)(i)(b) before the words "second in paying to the 'B' Ordinary Shareholders";
- 1.3 the words "subject to Article 2(a)(i)(f)" shall be inserted in Article 2(a)(i)(c) before the words "third in paying to the 'A' Ordinary Shareholders";
- 1.4 in Article 2(a)(i)(c) the words "ending on or after 31st March 1997" shall be inserted after the word "year" in the second line of such Article, the percentage figure of 19.88% be deleted and the percentage figure of 15% be inserted in substitution therefor and the words "unless such Net Profit is less than £200,000 in which case the percentage shall be reduced to 12.5% from 15% for that financial year" be inserted in line 9 of Article 2(a)(i)(c) after the words "the total of any Fixed Dividend paid)" but before the words ". The Participating Dividend (if any) shall be paid";
- 1.5 The following new Article 2(a)(i)(f) be inserted after Article 2(a)(i)(e):-

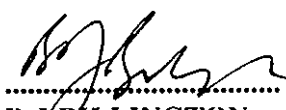
"(f) the maximum dividend to be received in respect of the 'A' Ordinary Shares and the 'B' Ordinary Shares treating those shares as the same class for this purpose for the financial year of the company ended 31st March 1997 shall be £30,500 in aggregate and £30,500 in aggregate for the financial year of the Company ending 31st March 1998 and for the financial year of the Company ending 31st March 1999 the maximum dividend to be received in respect of the 'A' Ordinary Shares and 'B' Ordinary Shares shall treating those shares as the same class for this purpose be £61,000 in aggregate."

1.6 in line 2 of Article 2(a)(i)(c)(3) after the words "before deducting any amount for goodwill written off" the words "in respect of the acquisition by the Company of The Cumberland Engineering Company Limited now called ~~the~~ Cumberland Cathodic Protection Limited (Company Number 182646) and Robert Greaves & Sons Limited now called Cumberland Electrochemical Limited (Company Number 465980) but after deducting any amount for goodwill written off in respect of the acquisition by the Company of Eiger Torrance Limited (Company Number 1300289) and other acquisitions" be inserted. X12C Y JP

DATED the 29 day of JANUARY 1998

Signed:


.....
duly authorised for and on
behalf of 3i plc


.....
B. J. BILLINGTON

CLASS CONSENT

of the holders of the "B" Ordinary Shares
of £1.00 each in the capital of

CUMBERLAND GROUP HOLDINGS LIMITED

We, the undersigned, being all the members holding all the issued "B" Ordinary Shares of £1.00 each in the capital of the company **HEREBY CONSENT** to the following resolution being passed as a Special Resolution of the Company notwithstanding that the passing of the said resolutions will affect the rights and privileges attached to the "B" Ordinary Shares of £1.00 each in the capital of the Company.

SPECIAL RESOLUTIONS

1 **THAT** the Articles of Association be amended as follows:-

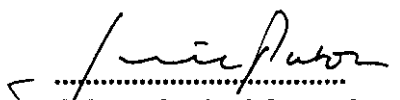
- 1.1 The words "subject to Article 2(a)(i)(f)" shall be inserted in Article 2(a)(i)(a) before the words "first in paying to the 'A' Ordinary Shareholders";
- 1.2 the words "subject to Article 2(a)(i)(f)" shall be inserted in Article 2(a)(i)(b) before the words "second in paying to the 'B' Ordinary Shareholders";
- 1.3 the words "subject to Article 2(a)(i)(f)" shall be inserted in Article 2(a)(i)(c) before the words "third in paying to the 'A' Ordinary Shareholders";
- 1.4 in Article 2(a)(i)(c) the words "ending on or after 31st March 1997" shall be inserted after the word "year" in the second line of such Article, the percentage figure of 19.88% be deleted and the percentage figure of 15% be inserted in substitution therefor and the words "unless such Net Profit is less than £200,000 in which case the percentage shall be reduced to 12.5% from 15% for that financial year" be inserted in line 9 of Article 2(a)(i)(c) after the words "the total of any Fixed Dividend paid)" but before the words ". The Participating Dividend (if any) shall be paid";
- 1.5 The following new Article 2(a)(i)(f) be inserted after Article 2(a)(i)(e):-

"(f) the maximum dividend to be received in respect of the 'A' Ordinary Shares and the 'B' Ordinary Shares treating those shares as the same class for this purpose for the financial year of the company ended 31st March 1997 shall be £30,500 in aggregate and £30,500 in aggregate for the financial year of the Company ending 31st March 1998 and for the financial year of the Company ending 31st March 1999 the maximum dividend to be received in respect of the 'A' Ordinary Shares and 'B' Ordinary Shares shall treating those shares as the same class for this purpose be £61,000 in aggregate."

- 1.6 in line 2 of Article 2(a)(i)(c)(3) after the words "before deducting any amount for goodwill written off" the words "in respect of the acquisition by the Company of The Cumberland Engineering Company Limited now called ~~■~~ Cumberland Cathodic Protection Limited (Company Number 182646) and Robert Greaves & Sons Limited now called Cumberland Electrochemical Limited (Company Number 465980) but after deducting any amount for goodwill written off in respect of the acquisition by the Company of Eiger Torrance Limited (Company Number 1300289) and other acquisitions" be inserted. *JP*

DATED the 29 day of JANUARY 1998

Signed:


.....
duly authorised for and on
behalf of 3i plc


.....
B J BILLINGTON