

Company Number 2145002

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS

OF

BIRMINGHAM METAL HOLDINGS^{ll} COMPANY LIMITED.

(Passed on 25 February 1999)

AT AN EXTRAORDINARY GENERAL MEETING of the Members of the Company duly convened and held at

the following Resolutions were unanimously passed as Ordinary and Special Resolutions.

ORDINARY RESOLUTIONS

- 1 THAT the authorised share capital of the Company be and it is hereby increased from £100 to £200 by the creation of 100 ordinary shares of £1 each having the rights set out in the Articles of Association of the Company.
- 2 THAT with effect from the passing of these Resolutions the directors of the Company be and they are hereby unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 ("the Act") to allot relevant securities (as defined by the Act) to the value of £100 being 100 ordinary shares in the capital of the Company, such authority to expire on 1 February 2004.

SPECIAL RESOLUTION

- 3 THAT subject to the passing of the above Resolutions the Directors of the Company be and they are hereby empowered pursuant to Section 95 of the Act to allot the equity securities for cash pursuant to the general authority conferred upon them under Resolution 2 above as if Section 89 (1) of the Act did not apply to any such allotment and so that the power conferred by this paragraph shall enable the Company to make any offer or agreement before the expiry of the period of authority which would or might require equity securities to be allotted after the expiry of such period and so that notwithstanding such expiry the Directors may allot equity securities pursuant to any such offer or agreement previously made by the Company as if the power conferred hereby had not expired PROVIDED however that the power shall expire on 1 February 2004 except to the extent that the same is renewed or extended on or before that date.

T. A. Kohli
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CHAIRMAN

