

Tecroc Products Limited

Company No:

02450579



The Companies Acts 1985 and 1989

We, the undersigned, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings hereby pass the following first and second Resolutions as Ordinary Resolutions and agree that the said Resolutions pursuant to section 381A of the Companies Act 1985 as amended by the Companies Act 1989, shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

Resolutions

1. *"That the authorised share capital of the Company of 500,000 Ordinary shares of £1 each be amended to 181,250 Undesignated Ordinary shares of £1 each, 300,000 "A" Ordinary shares of £1 each and 75,000 "B" Ordinary shares of 25p each and that the existing 300,000 Ordinary shares be re-classified as "A" Ordinary shares. The "B" and undesignated Ordinary shares shall have the same rights and restrictions as the "A" Ordinary shares of the Company."*
2. *"That the directors be and they are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. Provided that the authority hereby given shall expire 5 years after the passing of this resolution unless previously renewed or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority."*

Dated: 15 March 2004

The Members:

E V Wetton

Signed:

A handwritten signature in black ink, appearing to be "EVW".