

Company No. 2459186

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

of

SUNVIC LIMITED

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, RESOLVE, in accordance with section 381A of the Companies Act 1985 to pass the following resolution as a special resolution:

SPECIAL RESOLUTION

THAT in accordance with section 250 of the Companies Act 1985 (the "Act"), the Company is exempt from the provisions of Part VII of the Act relating to the audit of accounts.

SIGNATURE: _____

D H Clark for and on behalf of Bells Engineering Limited

SIGNATURE _____

P E Green for and on behalf of Meggitt PLC

DATE: 22 December 1998

