

Company No: 2769705

THE COMPANIES ACT 1985

COPY

SPECIAL RESOLUTION

OF BALS ENGINEERING GROUP LIMITED

Passed the 13th day of March 2000

At an Extraordinary General Meeting of the Members of the above named Company, duly convened and held at Ward Hadaway, 102 Quayside on the 13th day of March 2000, the following SPECIAL RESOLUTION was duly passed:-

That Special Resolution

1. **THAT** subject to compliance with sections 155 to 158 of the Companies Act 1985, and the sworn statutory declaration of the directors of the Company and Bals Electrical being available for inspection, the entering into by Bals Electrical Engineering Limited ("Bals Electrical") of a deed of guarantee in favour of Bank of Scotland ("BoS") in the form produced to the meeting guaranteeing the Secured Liabilities (as defined therein) and the continuance in force of existing security duly authorised and executed previously by Bals Electrical in favour of BoS and, for the purposes of Section 157 of the Act, the giving of financial assistance by Bals Electrical by its entering into such document (and the assumption of the liabilities and the performance of the obligations therein provided and the continuance in force of the said existing security) be and is hereby approved.

Signed:

