

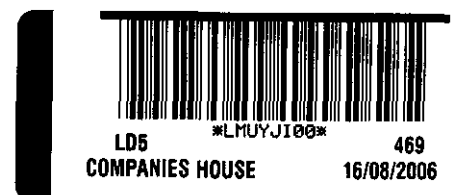
THE COMPANIES ACT 1985
("Act")
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
SUTCLIFFE SPEAKMAN LIMITED
("Company")

In accordance with section 381A of the Companies Act 1985 ("Act"), we, being the sole member of the Company who at the date of these resolutions is entitled to attend and vote at a general meeting of the Company hereby resolves as follows:

SPECIAL RESOLUTIONS

1. **THAT** the articles of association be amended by inserting a new article 15, to read as follows:

- "15 Notwithstanding any contrary provisions in these Articles, the Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:
- (a) is to any bank, institution or other person to which such shares have been charged by way of security, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a "Secured Institution"); or
 - (b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
 - (c) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,
 - (d) and the Directors shall forthwith register any such transfer of shares or shares upon receipt and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise."



2. **THAT** after due consideration of all the circumstances and on being satisfied that it is for the benefit of the Company and in the interests of the Company for the purpose of carrying on its business to enter into the Credit Agreement dated on or about the date hereof between, amongst others, Calgon Carbon Corporation, J.P. Morgan Chase Bank, N.A. and J.P. Morgan Europe Limited (a copy of which is tabled before the member) and incorporating, inter alia, a guarantee in the form set out in therein (the "**Credit Agreement**") to secure all the liabilities of the companies set out therein to the Lenders (as defined therein). It was resolved that the Credit Agreement be executed as a deed by the Company.

Signed by, or by duly authorised representatives on behalf of, the sole member of the Company who as at the date of this resolution would be entitled to attend and vote at a general meeting of the Company had the resolutions been put to such a meeting.

Signed

For and on behalf of Waterlink (UK) Holdings Limited

Dated

11 August 2006