

THE COMPANIES ACT 1985

WRITTEN RESOLUTION

of

CHANNEL ELECTRIC EQUIPMENT HOLDINGS LIMITED
(“the Company”)



Company No. 2925784

Passed 16 February 1988

I/We, the undersigned, being or representing all the members for the time being of the Company entitled to receive notice of and to attend and vote at general meetings of the Company HEREBY RESOLVE in writing as follows, pursuant to Section 381A of the Companies Act 1985 (as amended), and so that such Special Resolution 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:

1. That conditional upon the Agreement for the sale and purchase of the entire issued share capital of the Company dated 21 January 1988 made between (1) M. Edmonds & Others, (2) H.J. Beckingham & Others and (3) LPA Industries P.L.C. being completed:-
 - 1.1 the existing 55,370 preferred ordinary shares of £1 each be redesignated as 55,370 ordinary shares of £1 each having attached to them the rights, restrictions and provisions set out in the new Articles of Association of the Company
 - 1.2 the Company adopt new Articles of Association in the form attached to this resolution and initialed by Cameron McKenna for the purposes of identification only

We hereby authorize the Chairman of the Company to complete and date these written resolutions upon receipt of identical forms signed by or on behalf of each of:-

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Shareholder

**Lloyds Development
Capital Limited**

Signature

Khalazumi

Signed for and on behalf of Lloyds
Development Capital Limited

Michael Andrew Edmonds

Alison Edmonds

Suzanne Teresa Minx

**Christopher David Mark
Smith**

Richard James Olibert

**Jane Gilbert
by her attorney**

Hillary Jana Beckingham
by her attorney

Catherine Elizabeth Brown
by her attorney

Paul Vincent Curtis
by his attorney

Carol Alice Dickens
by her attorney

Philip Keith Donovan
by his attorney

Shareholder

Signature

Patrick Raymond Fisher
by his attorney



Albert Peter Miles
by his attorney



Shirley Joan Milne
by her attorney



Veronica Ann Munday
by her attorney



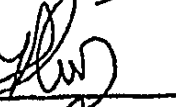
Kathleen Pamela Owens
by her attorney



David Jon Rendle
by his attorney



Christine Joy Russell
by her attorney



Brian Stokes
by his attorney



Pamela Trim
by her attorney



Kelth Vaas
by his attorney



Derek Workman
by his attorney



