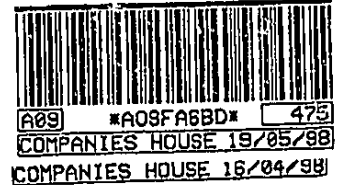


WRITTEN RESOLUTIONS

of

GRIPPERRODS LIMITED
(the "Company")

(Registered in England and Wales, Company No. 3041925)



We, the undersigned, being the only members entitled to attend and vote at a general meeting of the Company pass the following ordinary and special resolutions as written resolutions pursuant to and in accordance with article 18.7 of the Company's articles of association:-

ORDINARY RESOLUTION

1. **THAT** the authorised share capital of the Company be increased by £500,000 to £8,507,198 by the creation of an additional 500,000 super preference shares of £1 each so that following the creation of those shares the authorised share capital of the Company shall be made up of 71,429 deferred shares of 10 pence each, 5,000,000 new ordinary shares of £1 each, 3,000,000 preferred ordinary shares of £1 each, 3000 special ordinary shares of 1 penny each, 500,000 super preference shares of £1 each, 1 "C" special ordinary share of £1 and 24 "C" ordinary shares of £1 each, carrying the rights and being subject to the restrictions set out in the new Articles of Association of the Company to be adopted by resolution 2 below.

SPECIAL RESOLUTION

2. **THAT** the regulations contained in the document attached to this resolution and for the purposes of identification initialled by each member as relative to this resolution be and it is approved and adopted as the new articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association of the Company.

SPECIAL RESOLUTION

3. **THAT** the directors be and they are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot, or to grant any rights to subscribe for or to convert any debt or security into shares in the Company up to a maximum nominal amount of £500,000 at any time or times during the period from the date of the passing of this resolution up to and including 8th October 2002 on which the authority given by this resolution shall expire, save that the authority given by this resolution shall permit the Company to make an offer or agreement before the expiry of the authority which would or might require shares to be allotted or rights to subscribe for or to convert any debt or security into shares to be granted after the

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expiry of the authority, and that for the duration of the authority section 89 of the Companies Act 1985 shall be excluded and shall not apply to the Company.

.....
 Director
 On behalf of European Acquisition
 Capital Limited (as general partner
 of European Acquisition Capital
 Limited Partnership I)

.....
 Director
 On behalf of EAC (Nominees) Limited

.....
 On behalf of Investor AB

.....
 On behalf of Orkla A/S

.....
 On behalf of SEB Fonder

.....
 Director
 On behalf of European Acquisition
 Capital Limited (as general partner
 of European Acquisition Capital
 (Delaware) Limited Partnership)

.....
 Director
 On behalf of S-E-B Invest AB

.....
 On behalf of Merita Bank

.....
 On behalf of Rover Group Trustees
 Limited

.....
 On behalf of MDT Advisers, Inc.

Date: 8th April 1998