

COMPANY NUMBER: 3085862

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

FRAMLEYDOVE LIMITED

(the "Company")

passed on 28 August 1998

Pursuant to section 381A and schedule 15A of the Companies Act 1985 (as amended), the company undersigned being the sole member who at the date hereof would be entitled to attend and vote at a general meeting of the Company convened for the passing of the following ordinary and special resolutions, hereby passes the following ordinary and special resolutions as written resolutions and agrees that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a meeting duly convened and held.

WRITTEN ORDINARY RESOLUTION

"THAT the terms, and execution by the Company, of the credit agreement (the "**Credit Agreement**") to be entered into between its parent company Watchbay Limited ("**Watchbay**") the Company and its subsidiaries, Glass's Information Services Limited ("**GISL**") and Bodymaster UK Limited (together with GISL, the "**Subsidiaries**") with Chase Manhattan PLC, Chase Manhattan International Limited and The Chase Manhattan Bank and others (to be substantially in the form attached), the debenture to be entered into between the Company, Watchbay and each of the Subsidiaries and Chase Manhattan International Limited (the "**Debenture**") (to be substantially in the form attached) under which, inter alia, the Company guarantees certain obligations and liabilities of Watchbay and each other Obligor (as defined in the Credit Agreement) and secures all obligations owing to the Security Trustee or the Beneficiaries (each as defined in the Debenture) by any of Watchbay, the Company and its Subsidiaries under or pursuant to the Finance Documents (as defined in the Credit Agreement) including any liability in respect of further advances made thereunder, whether present or future, actual or contingent (and whether incurred solely or jointly and whether as principal or as surety or in some other capacity), and the terms, and execution by the Company, of a monitoring and oversight agreement and a financial advisory agreement (together the "**Services Agreements**") each between Watchbay, the Company and the Subsidiaries and Hicks, Muse & Co. Partners L.P. (to be substantially in the form attached) pursuant to which the Company and the Subsidiaries guarantee certain obligations and liabilities of Watchbay to Hicks, Muse & Co. Partners L.P., and the terms, and execution by the Company, of the loan agreement (the "**Framleydove Loan Agreement**") between the Company as lender and Watchbay as borrower (to be substantially in the form attached), be and are each hereby approved.



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WRITTEN SPECIAL RESOLUTIONS

"THAT the giving of financial assistance by the Company and the Subsidiaries, pursuant to sections 155 to 158 (inclusive) of the Companies Act 1985, by the entering into of, and performance by the Company and each Subsidiary of its obligations under, the Credit Agreement, the Debenture and the Services Agreements under which, inter alia, the Company and each Subsidiary guarantees certain obligations and liabilities of Watchbay and each other Obligor (as defined in the Credit Agreement) and secures all obligations owing to the Security Trustee or the Beneficiaries (each as defined in the Debenture) by any of Watchbay, the Company and each Subsidiary under or pursuant to the Finance Documents (as defined in the Credit Agreement) including any liability in respect of further advances made thereunder, whether present or future, actual or contingent (and whether incurred solely or jointly and whether as principal or as surety or in some other capacity together), and (in the case of the Company) the Framleydove Loan Agreement and (in the case of GISL) the loan agreement (the "**GISL Loan Agreement**") (to be substantially in the form attached) between GISL as lender and Watchbay as borrower pursuant to which, respectively, Framleydove and GISL each agree to make loans to Watchbay, be and are each hereby approved."

"THAT subject to compliance with the requirements of sections 155 to 158 (inclusive) of the Companies Act 1985, the execution by the Company and each Subsidiary of the Credit Agreement, the Debenture, the Services Agreements and (in the case of the Company) the Framleydove Loan Agreement and (in the case of GISL) the GISL Loan Agreement is hereby approved and is in the best interests of the Company and of each Subsidiary and the approval of the Company to the Company and each Subsidiary entering into the Credit Agreement, the Debenture, the Services Agreements and (in the case of the Company) the Framleydove Loan Agreement and (in the case of GISL) the GISL Loan Agreement, is hereby given.



for and on behalf of Watchbay Limited

Date: 28 August 1998

A copy of these resolutions has been provided to the Company's auditors in accordance with the Companies Act 1985.