

Number of Company 3316660

**THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL
RESOLUTION
OF**

**EATON HOLDING LIMITED
Passed 31 JULY 2001**

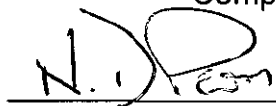
At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at Boeing Avenue 11, 1119 PC Schiphol-Rijk, The Netherlands on the 31st of July 2001 at 14:00 hours the following resolution was duly passed as a SPECIAL RESOLUTION.

Viz:

RESOLUTION

"Share Capital

2. The share capital of the Company is £3,000,000 divided into 3 Million shares of £1 each.
3. (A) For the purposes of Section 80 of The Act, the Directors are authorised generally and unconditionally to allot relevant securities (as hereinafter defined) of the Company up to the amount of the authorised share capital of the Company (£3,000,000) at any time or times until the date occurring five years after the date of this resolution. The aforesaid authority may be previously revoked or varied by the Company in general meeting and may be renewed by the Company in general meeting from time to time for a further period not exceeding five years. The Company may make any offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after this authority has expired and the Directors may allot relevant securities in pursuance of any such offer or agreement. In this paragraph, references to the allotment of relevant securities shall be construed in accordance with Section 80 of the Act.
3. (B) In accordance with Section 91 of the Act, Sections 89 (1) and 90 (1) to (6) inclusive of the Act shall be excluded from applying to the Company."



Director/Secretary

