

Company No. 03341262

THE COMPANIES ACT 1985
AND
THE COMPANIES ACT 1985 TO 1989
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
OF
DEFENCE SYSTEMS EURASIA LIMITED
(the "Company")

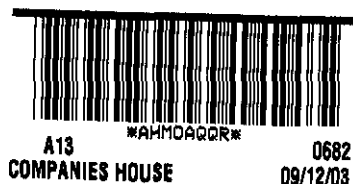
The undersigned, being the sole member of the Company entitled to receive notice of and to attend and vote at general meeting of the Company, hereby resolves as follows and agrees that the said resolutions shall, pursuant to section 381A of the Companies Act 1985 for all purposes be as valid and effective as if the same had been passed as a special resolution at a general meeting of the Company duly convened and held on the date specified below:

SPECIAL RESOLUTIONS

1. **THAT** the resolutions in the draft minutes of a meeting of the board of directors of the Company (the "**Board Minutes**") and the terms of and transactions in the Documents (as defined in the Board Minutes) contemplated thereby (the "**Transaction**") be and are hereby approved with immediate effect and it is hereby acknowledged that the Transaction is in the best commercial interests and to the direct benefit of the Company.
2. **THAT** in connection with the acquisition (the "**Acquisition**") of the entire issued share capital of Armor Holdings Limited by ArmorGroup (UK) Limited, the Company is authorised to give financial assistance, as described in the attached statutory declaration, for the purpose of the Acquisition.
3. **THAT** the Company's Articles shall hereby be amended by inserting a new Article 7 with the following:

"Notwithstanding anything contained in this Article 7 or regulation 24 in Table A or any other provision of these Articles or Table A, the directors shall not decline to register, nor suspend registration of any transfer of shares, whether or not fully paid, where such transfer is:

CERTIFIED TO BE A TRUE COPY OF THE ORIGINAL



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Angela Jones Day
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JONES DAY
21 TUDOR STREET
LONDON EC4Y 0DJ

- (a) in favour of any bank, institution or person (or any nominee or nominees of such a bank, institution or person) to whom such shares are being transferred by way of security; or
- (b) executed by any bank, institution or person (or any nominee or nominees of such bank, institution or person) to whom such shares have been transferred pursuant to a power of sale under such security,

and a certificate by any duly authorised representative of such bank, institution or person (or any nominee or nominees of such bank, institution or person) that such shares were so charged and the transfer was so executed shall be conclusive evidence of such facts. Any lien on shares which the Company has pursuant regulation 8 in Table A or any other provision of these Articles or Table A shall not apply in respect of any shares which have been charged by way of security to a bank, institution or other person or subsidiary thereof."

Dated ²⁵....., November 2003

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for and on behalf of Armor Holdings Limited



KPMG LLP

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United Kingdom

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The Directors
Defence Systems International Limited
5th Floor Egginton Ho
25-28 Buckingham Gate
London
SW1E 6LD

25 November 2003

Dear Sirs,

**REPORT OF THE AUDITORS TO THE DIRECTORS OF DEFENCE SYSTEMS
INTERNATIONAL LIMITED (THE "COMPANIES") PURSUANT TO SECTION
156(4) OF THE COMPANIES ACT 1985**

We have examined the attached statutory declaration of the Directors dated 25 Nov '03 in connection with the proposal that the Company should give financial assistance for the purchase of the Company's ultimate holding company's ordinary shares.

Basis of opinion

This report is made solely to the company's directors as a body in accordance with section 156(4) of the Companies Act 1985. Our work has been undertaken so that we as the company's auditors might state to the company's directors those matters we are required to state to them in a report under section 156(4) of that Act and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's directors as a body for our work under section 156(4) of that Act or for this report.

We have enquired into the state of affairs of the Company in order to review the basis for the statutory declaration.

Opinion

We are not aware of anything to indicate that the opinion expressed by the Directors in the attached statutory declaration as to any of the matters mentioned in Section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.



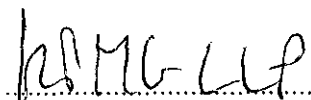
KPMG LLP
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London EC4Y 8BB



*REPORT OF THE AUDITORS TO THE DIRECTORS
OF DEFENCE SYSTEMS INTERNATIONAL LIMITED
(THE "COMPANIES") PURSUANT TO SECTION
156(4) OF THE COMPANIES ACT 1985*

Yours faithfully


.....
KPMG LLP

Registered Auditor