

Company No. 3437274

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

of


SPICEBRIGHT LIMITED

Trident Automotive plc, being the sole member of the Company who at the date of these resolutions is entitled to attend and vote at a general meeting of the Company, RESOLVES, in accordance with section 381A of the Companies Act 1985, AS FOLLOWS:

ORDINARY RESOLUTIONS IN WRITING

1. THAT the Company's authorised share capital be increased to £100 and US\$50,000,000 by the creation of 50,000,000 shares of US\$1 each.
2. THAT the directors be generally and unconditionally authorised, pursuant to section 80 of the Companies Act 1985 (the "Act"), to exercise all powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of US\$50,000,000 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on 9 December 2002 but the Company may make an offer or agreement which would be or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities pursuant to that offer or agreement.

SIGNATURE:


CHRIS TENNANT

for and on behalf of Trident Automotive plc

DATE:

11 December 1997

