

Company No: 03714398

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
THE MEMBERS OF
BLACK AUTOMATIC CONTROLS LIMITED

Passed as a Written Resolution on

8 Nov 2001

In accordance with the Company's Articles of Association and Section 381A and Schedule 15A(2) of the Companies Act 1985, we the undersigned, being all the members of the Company being entitled to receive notice of and vote on the resolution HEREBY RESOLVE as follows:

THAT, for the purposes of section 164 of the Companies Act 1985, the proposed agreement between the Company and Michael James Chillery relating to the purchase by the Company of 14,062 Ordinary Shares and 109,352 'B' Preference Shares (in the form annexed hereto and produced to the meeting and signed by the Chairman for the purposes of identification) be approved and accordingly that the Company be authorised to purchase those shares on the terms set out in the agreement; the authority conferred by this Resolution to expire on 31 December 2001.

for and on behalf of

The Second Brown Shipley Fund

for and on behalf of

ECI 5, ECI 5 "B" and

ECI Developments 3

P. Thomas

for and on behalf of

Prudential Nominees Limited

Alan Evans

Bridget Mary Evans



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COMPANIES HOUSE

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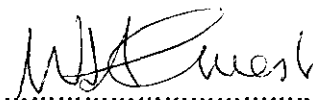
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PPMV

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Alan Evans

Bridget Mary Evans

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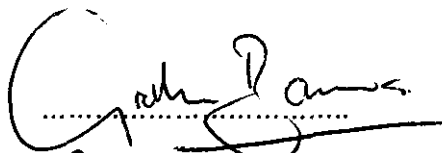
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for and on behalf of

The Second Brown Shipley Fund



G. L. BARNES

DIRECTOR - ALBEMARLE PRIVATE EQUITY LTD

for and on behalf of

ECI 5, ECI 5 "B" and

ECI Developments 3

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for and on behalf of

Prudential Nominees Limited

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Alan Evans

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Bridget Mary Evans

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A. Evans

Bridget Mary Evans

B.M. Evans