

COMPANY REGISTRATION NO. 3724491

Certified to be a true copy of the original

Tony Maione  
Solicitor (Roll No. 332635)

Date: 26 November 2003

MCKECHNIE COMPONENTS LIMITED

(the Company)

A PRIVATE COMPANY LIMITED BY SHARES

### SOLE MEMBER'S WRITTEN RESOLUTION

In accordance with section 381A of the Companies Act 1985, **WE, McKechnie Limited**, being the sole member of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, **DECLARE** that the following resolution shall have effect as if passed by the Company in general meeting as a special resolution and accordingly **WE RESOLVE**:

1. **THAT** the terms of, and the transactions contemplated by, the following documents to be entered into on or around the date hereof (copies of which were produced to us for our inspection) are in the best interests of the Company and that they be and are **HEREBY APPROVED**:


- (a) an amendment agreement (the *Senior Amendment Agreement*) to be entered into between Mozart Jersey Holdings No.1 Limited (*Mozart*), the Company, certain subsidiaries of Mozart listed therein as Borrowers and Guarantors and Deutsche Bank AG London as Facility Agent and Security Agent in connection with the term loan and revolving credit facilities dated 5 August 2000 (as amended from time to time) in the principal amount of £410,000,000 entered into between Mozart, certain subsidiaries of Mozart listed therein as Borrowers and Guarantors, Morgan Stanley Senior Funding Inc., Deutsche Bank AG London and UBS Warburg as Joint Lead Arrangers, Morgan Stanley Senior Funding Inc. as Syndication and Documentation Agent, Morgan Stanley Senior Funding Inc., Deutsche Bank AG London and UBS AG as the Original Banks, Morgan Stanley Dean Witter Bank Limited as affiliate lender, Morgan Stanley Senior Funding, Inc. as Facility Agent and Security Agent;
- (b) an amendment agreement (the *Senior Subordinated Amendment Agreement*) to be entered into between inter alios, Mozart, the Company, the companies named therein as borrowers and guarantors and Deutsche Bank AG London as Facility Agent and Security Agent in connection with the senior subordinated credit facility agreement dated 5 August 2000 as amended from time to time entered into between Mozart, certain subsidiaries of Mozart listed therein as borrowers and guarantors, Morgan Stanley Senior Funding Inc., Deutsche Bank AG London and UBS Warburg as Joint Lead Arrangers, Morgan Stanley



Senior Funding Inc. as Syndication and Documentation Agent, Morgan Stanley Senior Funding Inc., Deutsche Bank AG London and UBS AG as the Original Lenders, Morgan Stanley Senior Funding, Inc as Facility Agent and Security Agent; and

- (c) of an intercreditor amendment deed (the *Intercreditor Amendment Deed*) to be entered into between inter alios, Mozart, certain subsidiaries of Mozart listed therein as Obligors, the companies and institutions listed therein as Equity Investors, and Deutsche Bank AG London as Senior Agent, Senior Subordinated Agent and Security Agent in connection with an intercreditor deed dated 5 August 2000 entered into between, inter alios, Mozart, the Senior Finance Parties, the Senior Subordinated Finance Parties, the Original Equity Investors and Morgan Stanley Senior Funding Inc. as Senior Agent, Senior Subordinated Agent and Security Agent.

2. THAT the directors of the Company be and are hereby empowered, authorised and directed to execute, deliver and perform the obligations under the Senior Amendment Agreement, the Senior Subordinated Amendment Agreement and the Intercreditor Amendment Deed in the form approved by a meeting of the board of directors held on the date hereof.

  
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by: Peter Shepherd, Director  
for and on behalf of  
McKechnie Limited

Dated: 26 November 2003