



THE COMPANIES ACTS 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

SPECTRIS UK HOLDINGS LIMITED (the "Company")

(Registered in England and Wales under company number 04451903)

dated 25 October 2005

We, the undersigned, being the sole member of the Company entitled to attend and vote at a general meeting of the Company, pass the following resolution as a written resolution to have effect as if passed as a special resolution at a general meeting of the Company pursuant to regulation 53 of Table A to the Companies Act 1985 (as amended) as incorporated in the Company's Articles of Association and hereby consent to the matters referred to therein:

THAT:

The Articles of Association of the Company be and are hereby amended as follows:

- (a) by deleting Article 3.5.2 and by substituting therefor the following new Article 3.5.2:

"subject to the provisions of Article 3.5.5 no such call shall be payable earlier than the relevant date specified in the third column below or later than the relevant date specified in the fourth column below opposite the calls listed in the first column below.

Calls	Amount Per Share	Earliest Payment Date	Latest Payment Date
First	US\$1.96	27 September 2003	3 October 2003
Second	US\$1.96	27 September 2004	3 October 2004
Third	US\$1.96	27 September 2005	3 October 2005
Fourth	US\$41.58	27 October 2005	30 October 2005
Fifth	US\$2.53	1 November 2005	4 November 2005

For the avoidance of doubt, where any amount unpaid on any Deferred Share is not called and payable by the relevant date specified in the fourth column above, that amount shall not then be called prior to the winding up of the Company."

- (b) by deleting Article 3.5.3 and by substituting therefor the following new Article 3.5.3:

"each member holding Deferred Shares shall (subject to receiving at least 24 hours notice specifying when and where payment is to be made) forthwith pay to the Company as required by the notice the amount called on such Shares."

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke, positioned above a dotted line.

duly authorised for
Spectris US Holdings Limited