

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

EVERY WEIGH-TRONIX HOLDINGS LIMITED

("Company")



In accordance with section 381A and schedule 15A of the Companies Act 1985 (the "Act"), we, the undersigned, 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, hereby make the following written resolutions which shall have the effect as special resolutions duly passed by the Company in general meeting:

1. **THAT** subject to compliance with sections 155 to 158 of the Act, the giving of financial assistance by the Company within the meaning of sections 151-152 of the Act in connection with the acquisition by AV AcquisitionCo 3 Limited ("**Purchaser**") of the entire issued share capital of the Company ("**Acquisition**"), as described in the statutory declarations sworn by the directors of the Company pursuant to section 155(6) of the Act on the date of this resolution, be approved.
2. **THAT** the execution, delivery and performance by the Company of:
 - 2.1 a senior multicurrency term and revolving facilities agreement, (incorporating a cross guarantee), to be made between (1) AV AcquisitionCo 1 Limited (as Parent), (2) AV AcquisitionCo 2 Limited (as Midco), (3) AV AcquisitionCo 3 Limited (as Holdco), (4) the subsidiaries listed in part 1 of schedule 1 (as Original Borrowers), (5) the subsidiaries listed in part 1 of schedule 1 (as Original Guarantors), (6) European Capital Sarl (as Arranger), (7) the financial institutions listed in parts 2 and 3 of schedule 1 (as Original Lenders), (8) European Capital Financial Services Limited (as Agent) and (9) European Capital Financial Services Limited (as Security Agent) (each such term as defined therein);
 - 2.2 a mezzanine euro term facility agreement, (incorporating a gross guarantee), to be made between (1) AV AcquisitionCo 1 Limited (as Parent), (2) AV AcquisitionCo 2 Limited (as Borrower), (3) AV AcquisitionCo 3 Limited (as Holdco), (4) the subsidiaries listed in part 1 of schedule 1 (as Original Guarantors), (5) European Capital Sarl (as Mezzanine Arranger), (6) the financial institutions listed in parts 2 and 3 of schedule 1 (as Original Mezzanine Lenders), (7) European Capital Financial Services Limited (as Mezzanine Agent) and (8) European Capital Financial Services Limited (as Security Agent) (each such term as defined therein);
 - 2.3 an intercreditor deed to be made between, inter alia, AV AcquisitionCo 1 Limited as Parent, the other Obligors, European Capital Sarl as Security Agent, Senior Agent, Senior Arranger, Senior Lender, Mezzanine Agent, Mezzanine Arranger, Mezzanine Lender and Hedge Counterparty and certain others (as each such term is defined therein);

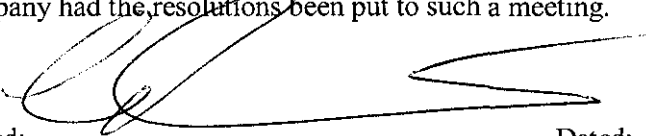
- 2.4 an intra-group loan agreement to be made between (1) the Borrowers and (2) the Lenders (as each such term is defined therein);
- 2.5 a debenture to be made between (1) the Original Charging Companies and (2) European Capital Financial Services Limited (as Security Agent) (as each such term is defined therein); and
- 2.6 a collateral agreement to be made between (1) Avery Weigh-Tronix LLC, (2) the Company and (3) European Capital Sarl,

are for the benefit of and in the interests of the Company and are hereby approved.

3. **THAT** subject to compliance with sections 155 to 158 of the Act, the giving of financial assistance by each of Avery Weigh-Tronix Finance Limited, Avery Weigh-Tronix UK Limited, Weigh-Tronix UK Limited, Avery Berkel Holdings Limited, Avery Berkel Limited within the meaning of sections 151-152 of the Act in connection with the Acquisition as described in the statutory declarations sworn by the directors of the Company pursuant to section 155(6) of the Act on the date of this resolution, be approved.

We confirm that a copy of the directors' statutory declarations made pursuant to section 155(6) of the Act and related auditors' reports have been supplied to us at or before the time at which this document was supplied to us for signature (in accordance with paragraph 4 of schedule 15A to the Act).

Signed by, or by duly authorised representatives on behalf of, the sole member of the Company who as at the date of these resolutions would be entitled to attend and vote at a general meeting of the Company had the resolutions been put to such a meeting.

Signed: 

Dated: 28/7/06

AVERY WEIGH-TRONIX INC.

Attachments:

1. *Statutory declaration in form 155(6)a.*
2. *Statutory declarations in forms 155(6)b.*
3. *Auditors' reports.*