

Re: David Group Plc

SPECIMEN WORDING FOR WRITTEN SHAREHOLDERS RESOLUTION

APP 16. 5B

To be attached to 16.5A if option (ii) is exercised

Company Number 1971774

THE COMPANIES ACTS 1985 - 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

Firth Solutions Limited

Dated this 17th day of October 2000

SPECIAL RESOLUTION

We, the undersigned, being all the members of the Company who, at the date of this resolution would be entitled to attend and vote at General Meetings of the Company HEREBY PASS the following resolution as a written resolution and agree that the said special resolution shall for all purposes be as valid and effective as if the same had been passed by us at a General meeting of the Company duly convened and held:-

RESOLVED

That the transaction briefly described below be, and is hereby, approved and that the directors of the Company be, and they are hereby, authorised to do anything necessary to carry out the transaction.

The Transaction

The Company giving a guarantee/legal mortgage to National Westminster Bank Plc for the obligations of the debtor specified in such security on such terms as may be agreed between the Company and the Bank.

.....
For F.I. Group Plc Limited

.....
For _____ Limited

.....
For _____ Limited

.....
For _____ Limited

.....
For _____ Limited



A47
COMPANIES HOUSE

AHMJ0004

0359
23/11/00