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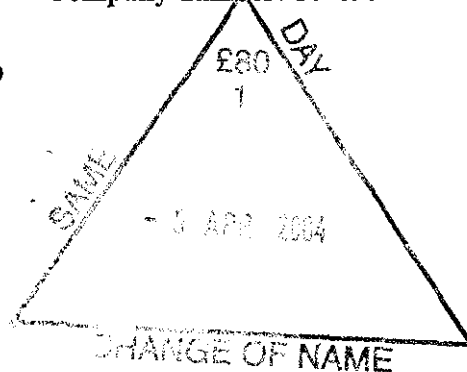
THE COMPANIES ACT 1985 - 1989
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

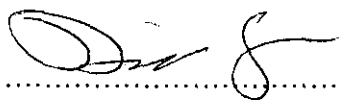
BUCK & HICKMAN LIMITED
(the Company)

Company number: 860093



Farnell Holding Limited, being the sole member of the Company entitled to receive notice and attend and vote at general meetings of the Company **UNANIMOUSLY PASSES** the following resolutions of the Company pursuant to section 381 of the Companies Act 1985 (the Act):

- 1 that the Company name be changed to **Premier Farnell UK Limited**;
- 2 that the authorised share capital of the Company be increased from £105,000 to £250,000 by the creation of 145,000 ordinary shares of £1.00 each ranking pari passu in all respects with the existing ordinary shares of £1.00 each in the capital of the Company;
- 3 that the Company elects in accordance with section 379A of the Companies Act 1985 (the Act) that the provisions of section 80A of the Act shall apply in place of the provisions of section 80(4) and (5) of the Act in relation to the giving or renewal of an authority to the directors of the Company for the allotment of securities and that accordingly the directors be and are hereby unconditionally authorised to allot relevant securities up to the amount of the authorised capital of the Company at any time or times from the date of this resolution;


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For and on behalf of Farnell Holding Limited

2.04.2004
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Date



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COMPANIES HOUSE

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