

Number of Company: 760309

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**SPECIAL RESOLUTION IN WRITING**

of

**MIDD ENGINEERING (COVENTRY) LIMITED**

**PASSED**

4<sup>th</sup> April 1997

We, the undersigned, being all of the members for the time being of the above named Company entitled to receive notice of and to attend and vote at the General Meeting of the Company which would be required to pass the proposed resolution set out below **HEREBY PASS** (pursuant to the provisions of Section 381A of the Companies Act 1985) the following resolution as a Special Resolution and agree that the said Resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

**SPECIAL RESOLUTION**

That the Company be and is hereby authorised to enter into a contract to purchase from The Taylor Family Trust 1582 ordinary shares of £1. each in its own capital at a price of One Hundred and Eight Thousand Pounds (£108,000.00) on the terms of the written contract a draft of which is annexed hereto.

.....  
D.M. Taylor

.....  
R.F. Taylor

.....  
B Taylor

MIDD.RES

