

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**PURSUANT TO SECTION 381A COMPANIES ACT 1985**  
**BRITAX LIMITED**

We, the undersigned, being all the members of the above-named Company entitled to attend and vote at general meetings, HEREBY RESOLVE as follows:

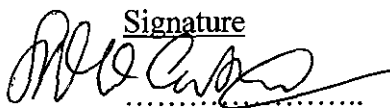
**ORDINARY RESOLUTIONS**

1. THAT with effect from the passing of this resolution the authorised share capital of the Company is increased from £5,000 to £104,262 by the creation of 496,310 new Ordinary Shares of £0.20 each.
2. THAT, pursuant to the provisions of section 80 of the Companies Act 1985 (the "Act") the Directors are generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities as defined by section 80 provided that:
  - 2.1. the maximum amount of such securities which may be allotted under this authority (within the meaning of section 80) is £104,162; and
  - 2.2. this authority shall, unless it is (prior to its expiry) duly revoked or varied or renewed, expire on the fifth anniversary of the date of this resolution.

Name of shareholder

Britax International Limited

Signature



Date of Signature

25 OCTOBER 2001

Britax International Services Limited



25 OCTOBER 2001