

Company Number: 3944613

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

- of -

BOURNS (UK) ACQUISITION LIMITED

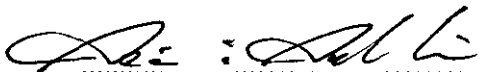
I hereby confirm that on 2 July 2002 the following resolutions were passed (by way of written resolution) by the Company, resolution No. 1 as an Ordinary Resolution and Resolution No. 2 as a Special Resolution:-

ORDINARY RESOLUTION

1. THAT the authorised share capital of the Company be increased from £30,000,000 to £40,000,000 by the creation of an additional 10,000,000 Ordinary Shares of £1 ranking pari passu with the existing Ordinary Shares of £1 each in the capital of the Company.

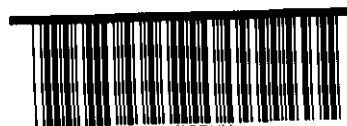
SPECIAL RESOLUTION

2. THAT the directors be unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to allot relevant securities (as defined in that Act) up to the amount of the authorised share capital of the Company at the time of the passing of resolution 1 above at any time or times during the period of 5 years from the date of this resolution and the directors be empowered to allot equity securities (as defined in Section 95 of the Companies Act 1985) for cash pursuant to such authority as if Section 89(1) of the said Act did not apply to any such allotment.



Director/Secretary

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