Registered No. 948153

INTERTEK TESTING MANAGEMENT LIMITED
(the "Company")

WRITTEN RESOLUTION
of a single member company
pursuant to the Companies Act 1985
Company Limited by Shares

We, being the SOLE MEMBER of the Company who at the date of this resolution is entitled to attend and vote at a general meeting of the Company, RESOLVE, in accordance with Section 381A of the Companies Act 1985, to pass the following as a written resolution, THAT:

A new Article 31A shall be inserted in the Company's Articles of Association which shall state the following:

> "Notwithstanding anything contained in these Articles, the directors shall be bound to register a transfer of any share, the transfer of which is required by any person or any person's nominee, pursuant to such person's perfection or enforcement of any security if such security has been granted to such person over such share and the directors shall not be entitled to exercise any lien which the Company has in respect of such share."

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Signature:
For and on behalf of Intertek Holdings Limited

Date: 22 JULY 2003

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COMPANIES HOUSE