

Company Number : 2235556

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

OF

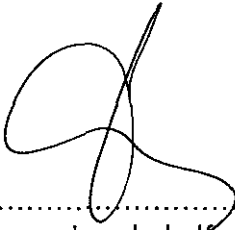
POWER CENTRE LIMITED

(Passed on the 30th day of November 1999)

By written resolution of the single Member entitled to attend and vote at General Meetings of the above-named Company the following resolutions have on the day of 30th November 1999 been duly passed as Ordinary Resolutions :-

ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be increased from £1,456,276 to £2,400,000 by the creation of 943,724 new Ordinary Shares of £1 each ranking pari passu in all respects with the existing Ordinary Shares of £1 each in the capital of the Company.
2. THAT for the purpose of Section 80 of the Companies Act 1985, the Directors are generally and unconditionally authorised to allot and dispose of or grant options over relevant securities to such persons on such terms and in such manner as they think fit up to a maximum of the amount for the time being of the authorised but unissued share capital of the Company. This authority shall expire Five (5) years from the date of this Resolution but may be previously revoked or varied by the Company in general meeting and may from time to time be renewed by the Company in general meeting for a further period not exceeding Five (5) years.


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For and on behalf of Legrand UK Limited