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We hereby certify that
this is a true copy of the
original.
Clifford Chance
Limited Liability Partnership

Company No. 701364

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF APW ELECTRONICS LIMITED

We, being the sole member of the Company who at the date of these resolutions 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 written resolutions:

1. THAT the Company do enter into in favour of Bank of America, National Association in its capacity as administrative agent and security trustee for the financial institutions named as Banks in the multicurrency credit agreement (the "**Multicurrency Credit Agreement**") dated as of 31 July 2000 between, amongst others, APW Limited, APW North America, Inc., APW Holdings Denmark APS, the Banks (as defined therein) and Bank of America, National Association as administrative agent as a continuing security for the Company's obligations under the Guaranty (as defined in the Multicurrency Credit Agreement) a debenture creating fixed and floating charges over all of the Company's undertaking, property and assets; and

2. THAT the Articles of Association of the Company be and are hereby amended by adding the following as new Article 9A:

"9A

(a) Notwithstanding anything contained in these Articles, the directors will not decline to register any transfer of shares and may not suspend registration of such shares where such transfer:

(i) is to a bank or institution to whom such shares have been charged by way of security, whether as agent for a group of banks or institutions or otherwise, or to any nominee or any transferee of such a bank or institution (a "**Secured Institution**"); or

(ii) is duly executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security.

(b) Notwithstanding anything to the contrary contained in these Articles, no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under these Articles or otherwise howsoever to require such shares to be transferred to them, whether for consideration or not.

- (c) Any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a Secured Institution."

AND IT IS HEREBY FURTHER RESOLVED THAT these written resolutions shall have effect notwithstanding any provision of the Company's Articles of Association.


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For and on behalf of
APW ELECTRONICS GROUP PLC

Date: **5** May 2001

Date sent to auditors: **12** May 2001