THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

CARRINGTON WIRE LIMITED
(the "Company")

(Passed 16th November 2005)

The following written resolutions of the Company were duly agreed by all the members of the Company entitled to attend and vote at general meetings of the Company in accordance with Section 381A of the Companies Act 1985 as written resolutions with effect from 16th November 2005:

WRITTEN RESOLUTIONS

THAT

1. Subject to compliance with Sections 155 to 158 of the Act, the execution by the Company of the documents listed in Appendix 1 to this Written Resolution, other deeds, certificates, instruments, notices, consents, requests and other documents to be entered into in connection therewith (together the "Finance Documents") is in the best interests of the Company and the approval of the Company to enter into the Finance Documents is given notwithstanding that the Company might be held to be giving financial assistance for the purposes of Sections 151 and 152 of the Act.

2. The directors of the Company are authorised to execute the documents referred to in paragraph 1 above on behalf of the Company in the form required by Barclays Bank PLC.

[Signature]
Company Secretary
Appendix

The Finance Documents:

1. a facilities agreement (the "Facilities Agreement") to be entered into between Acertec Holdings Limited (the "Parent"), certain subsidiaries of the Parent including the Company, Barclays Bank PLC ("Barclays") and the other finance parties described therein (the "Finance Parties") which includes a guarantee pursuant to which the Company unconditionally guarantees to each of the Finance Parties the payment of all monies and liabilities from time to time due and payable by certain other group companies in connection with the Finance Documents;

2. a first and only debenture from the Company (the "Debenture");

3. an intercreditor agreement between Barclays Bank PLC as Agent, Security Trustee and Hedging Counterparty (1) - (3), the Original Senior Lenders (as defined therein) (4), the persons named in Part 2 of Schedule 1 therein (as Investors) (5), the persons named in Part 3 of Schedule 1 therein (as Managers) (6) and the companies named in Schedule 2 therein (as Original Obligors, Intra-Group Creditors and Intra-Group Debtors) (7) (each as defined therein) (the "Intercreditor Agreement");

4. ancillary facility documentation to be entered into between the Parent, certain subsidiaries of the Parent (including the Company) and Barclays comprising a multi-option facility letter, sterling, euro and US dollar overdraft facility letters, master agreements relating to composite accounting arrangements to be provided by Barclays and a cross guarantee pursuant to which the Company guarantees to Barclays all indebtedness owing by the other group companies party to such arrangements (the "Ancillary Documents"); and

5. each first and only legal charge over specified freehold and/or leasehold property in the United Kingdom owned by the Company (each a "Legal Charge").