

Company No. 2610871

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

COUPE FOUNDRY LIMITED

(the "Company")

The members of the Company noted that a statutory declaration sworn by the directors of the Company, together with a report of the auditors of the Company, were made available to them for inspection.

Pursuant to section 381A of the Companies Act 1985 (the "Act"), the following resolutions are hereby passed as special resolutions:

Special Resolutions

1. **THAT** the provisions (as the same may be amended, varied, supplemented or substituted from time to time) of the documents referred to below which the Company is proposing to enter into and grant in connection with the acquisition by Methodcheck Limited (the "Parent") of the entire issued share capital of the Company (the Parent and the Company, together the "Group Companies", and each individually a "Group Company"), be and are hereby approved and (notwithstanding any provisions of the memorandum and articles of association of the Company or any personal interest of any of the directors) the directors of the Company be and are hereby empowered, authorised and directed to complete and enter into such of the following documents to which the Company is or is to become a party:
 - 1.1 a facilities agreement made between the Parent (1), the Company (2) and Barclays Bank PLC (the "Bank") (3) for the provision of a £1,830,000 secured term loan facility to the Parent by the Bank (the "Facilities Agreement");
 - 1.2 a working capital facility letter addressed from the Bank to the directors of each of the Parent and the Company for the provision of a £500,000 working capital facility to the Group by the Bank (the "Working Capital Facility Letter");
 - 1.3 a mezzanine loan agreement made between the Parent (1), the Company (2) and Industrial Mezzanine Fund L.P. (the "Mezzanine Lender") (3) for the provision of a £1,200,000 mezzanine facility to the Parent by the Mezzanine Lender (the "Mezzanine Loan Agreement");




- 1.4 a form of composite guarantee and debenture to be executed by each of the Parent and the Company in favour of the Bank (the "Term Composite Guarantee and Debenture");
- 1.5 a form of composite guarantee and debenture to be executed by each of the Parent and the Company in favour of the Mezzanine Lender (the "Mezzanine Composite Guarantee and Debenture");
- 1.6 a form of composite accounting agreement to be entered into by each of the Parent and the Company and the Bank (the "CAS Agreement");
- 1.7 a form of guarantee to be entered into by each of the Parent and the Company in favour of the Bank (the "CAS Guarantee");
- 1.8 a form of assignment of life policies to be executed by the Company in favour of the Bank, in respect of the keyman insurance policies over the lives of Ivor Brothwood and Stephen Hall (the "Insurance Assignment");
- 1.9 a form of assignment of life policies to be executed by the Company in favour of the Mezzanine Lender, in respect of the keyman insurance policy over the life of Ivor Brothwood (the "Mezzanine Insurance Assignment"); and
- 1.10 a form of intercreditor deed to be made between the Bank (1), the Mezzanine Lender (2), Bank Boston N.A. (3), Stephen Hall and Geoffrey Harrison (4), the Parent (5) and the Company (6) (the "Intercreditor Deed"),

(the above documents, together the "Documents" and individually a "Document").

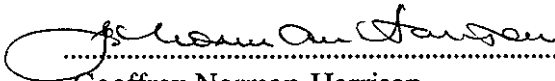
2. **THAT** notwithstanding that the entering into and granting of the Documents would constitute financial assistance within the meaning of Sections 151 to 158 (inclusive) of the Act, the Company is receiving full and fair consideration for the obligations it is undertaking in accordance with the terms thereof, and accordingly, such entry and granting, and the giving of such financial assistance, is in the best interests of the Company.
3. **THAT** the giving of such financial assistance, as set out in paragraph 2 above, be and is hereby approved and that the Company entering into and/or granting the Documents be and are hereby approved.

Signed by, or by its duly authorised representatives on behalf of, all the members of the Company who as at the date hereof would be entitled to attend and vote at a general meeting had the resolutions been put to such a meeting. Signature of this resolution by any holders of any class

of shares in the Company shall also constitute their consent as holders of that class of shares to the passing of the resolutions set out above and any alterations to the rights of that class of shares resulting therefrom.



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Stephen Robert Hall



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Geoffrey Norman Harrison

DATE: 14 March 1998