

CRN: 39338

THE COMPANIES ACT 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

REDPATH DORMAN LONG LIMITED  
(the "Company")

On *10th August* 2000, the following resolution in writing (such resolution to have effect as a Special Resolution) was duly passed by all the members of the Company having the right to exercise all the votes in relation to this resolution:-

"That:-

the draft of an Agreement previously supplied to each of the members of the Company pursuant to paragraph 6(3) of Part II of Schedule 15A to the Companies Act 1985, expressed to be made between the Company and Kvaerner PLC, and providing for the purchase by the Company of 16,504,714 (sixteen million five hundred and four thousand seven hundred and fourteen) Ordinary Shares of £1 each in the Company held by Kvaerner PLC at an aggregate price of £16,504,714 (sixteen million five hundred and four thousand seven hundred and fourteen pounds), of which £16,504,714 (sixteen million five hundred and four thousand seven hundred and fourteen pounds) shall be the permissible capital payment within the meaning of Section 171(3) of the Companies Act 1985, be approved; and

that the directors be authorised and requested to procure the Company to enter into a contract in the terms of the above-named draft Agreement, and (subject to the applicable provisions of Part V, Chapter VII of the Companies Act 1985) to complete such contract not earlier than 5 nor more than 7 weeks after the passing of this resolution."

The undersigned certifies that the above is a true copy of its original,



Director/Secretary



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COMPANIES HOUSE

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11/08/00