

No: 2650007

**THE COMPANIES ACT 1985**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**EDISEA LIMITED**

The following written resolution was passed by the Company on 15 October 2004 as a special resolution.

**SPECIAL RESOLUTION**

- (a) THAT the Company provide financial assistance (as defined in section 152 Companies Act 1985) in relation to the acquisition by Boat International Holdings 2 Limited of shares in the capital of the Company by the Company giving guarantees and security in respect of loan facilities and entering into subordination arrangements (the "**Assistance Documents**") all as more fully described in the directors' statutory declaration of solvency in Form 155(6)(a), a copy of which is attached to this resolution;
- (b) THAT the giving of financial assistance by the Company by the execution of, and the subsequent exercise of rights under, the Assistance Documents be approved; and
- (c) THAT approval for the Company to enter into the Assistance Documents be given notwithstanding that the Company might be held to be giving financial assistance for the purposes of sections 151 and 152 of the Companies Act 1985.

  
Chairman

**Presented by:** Ashurst  
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