

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

NORSON GROUP LIMITED

("the Company")

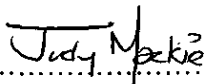
Dated: *9th* January 2004

We, being all the members of the Company having the right to attend and vote at general meetings of the Company hereby approve and pass the following resolutions numbers 2 and 4 as Special Resolutions and numbers 1 and 3 as Ordinary Resolutions pursuant to Section 381A of the Companies Act 1985 (as amended) ("the Act") and agree firstly that the passing of such Resolutions shall also comprise class holders' consents of members holding shares of the same particular class where required under the Act or the Company's Articles of Association and secondly that such Resolutions shall for all purposes be as valid and effective as if the same had been passed or consented to at a general meeting of the Company or a meeting of members holding shares of the same particular class (where required) duly convened and held:-

- 1 "That the authorised share capital of the Company be increased from £2,283,333 to £2,283,335 by the creation of two additional Ordinary Shares of £1 each, ranking pari passu in all respects with the existing Ordinary Shares of £1 each of the Company."
- 2 "That the regulations contained in the printed document signed for the purpose of identification by the Secretary of the Company be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association."




- 3 "That the Directors of the Company be and are hereby generally and unconditionally authorised to use all the powers of the Company to allot and/or grant options over relevant securities (within the meaning of Section 80 of the Act) up to a maximum of the authorised share capital of the Company as increased by Resolution 1 above during the period of five years from the date of passing of this Resolution, after which such authority will expire, providing that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry, and the Directors of the Company may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired."
- 4 "That the Directors of the Company be and are hereby authorised and empowered pursuant to the provisions of Section 95 of the Act to allot equity securities (within the meaning of Section 94 of the Act) pursuant to the authority contained in the immediately foregoing Resolution as if sub-section (1) of Section 89 of the Act did not apply to any such securities and the allotment thereof."




For and on behalf of 3i Group plc

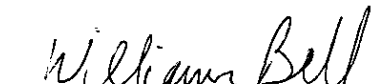
Date: 5TH JANUARY 2004


Aberdeen City Council Superannuation Fund as
legal and beneficial owners of 47,500 'A' Ordinary
Shares of £1.00 each

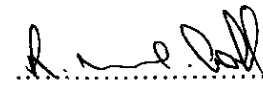
Date: 22nd DECEMBER 2003


For and on behalf of Aberdeen Development Capital PLC

Date: 22nd DECEMBER 2003


William M. Bell

Date: 9TH JANUARY 2004


Robert McColl

Date: 7TH JANUARY 2004