

THE COMPANIES ACTS 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

of

HARRISONS MARINE HOLDINGS LIMITED (the "Company")

(Registered in Scotland under company number SC 212854)

dated *19 February* 2004

We, the undersigned, being all the members of the Company entitled to attend and vote at a general meeting of the Company other than the member holding shares to which the following resolution relates, pass the following resolution as a written resolution to have effect as a special resolution pursuant to section 381A of the Companies Act 1985 (as amended) and in accordance with the Company's Articles of Association and paragraph 5 of Schedule 15A to, the Companies Act 1985 (as amended), and hereby consent to the matters referred to therein:

THAT:

the Articles of Association of the Company be and are hereby amended by deleting the existing Article 7 and by substituting the following as the new Article 7:

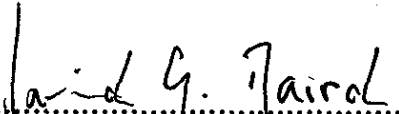
"Subject to the provisions of the Act, the Company may purchase any of its own Equity Shares at any price and make a payment in respect of the purchase of such shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares and may enter into or vary any contract for such purchase"

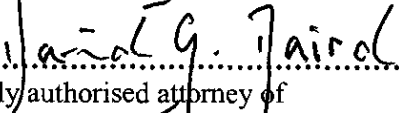
David G. Baird
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DAVID BAIRD

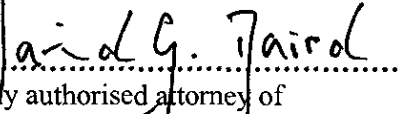
James Cowderoy
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JAMES COWDEROY

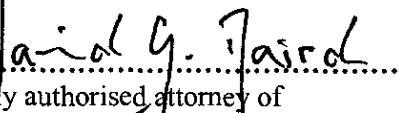
David G. Baird
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Duly authorised attorney of
KENNETH CADENHEAD

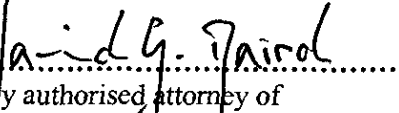


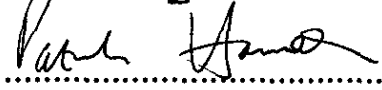

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Duly authorised attorney of
LESLEY CADENHEAD

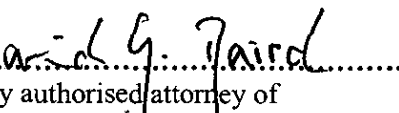

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Duly authorised attorney of
DOUGLAS HARRISON

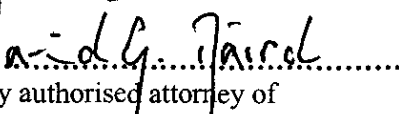

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Duly authorised attorney of
GERALD HARRISON

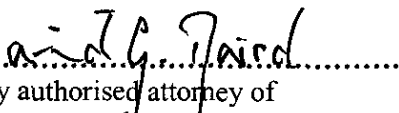

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Duly authorised attorney of
IAIN HARRISON

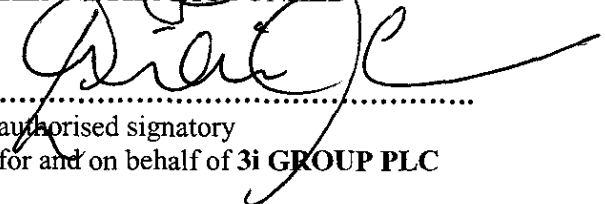

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Duly authorised attorney of
NIGEL HARRISON


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Duly authorised attorney of
PATRICK HARRISON


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Duly authorised attorney of
WILLIAM LAUCHLAN


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Duly authorised attorney of
INGE LAUCHLAN


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Duly authorised attorney of
KENNETH MACDONALD


.....
authorised signatory
for and on behalf of **3i GROUP PLC**

cc Auditors of the Company