

**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 and furthermore we each hereby acknowledge receipt of a copy of the proposed contract to which the resolution relates:-

**THAT:**

The terms of the proposed contract, whereby the Company may become entitled and obliged to purchase from 3i Group plc its own 236,162 A Ordinary Shares of £1.00 each, a copy of which is supplied herewith, be and are hereby approved, and any director of the Company be and is hereby authorised to enter into the contract on behalf of the Company and to fulfil all obligations of the Company thereunder.

.....*David G. Baird*.....  
**DAVID BAIRD**

.....*James Cowderoy*.....  
**JAMES COWDEROY**

.....*David G. Baird*.....  
Duly authorised attorney of  
**KENNETH CADENHEAD**

.....*David G. Baird*.....  
Duly authorised attorney of  
**LESLEY CADENHEAD**



.....*Jarid G. Jairol*.....  
Duly authorised attorney of  
**DOUGLAS HARRISON**

.....*Jarid G. Jairol*.....  
Duly authorised attorney of  
**GERALD HARRISON**

.....*Jarid G. Jairol*.....  
Duly authorised attorney of  
**IAIN HARRISON**

.....*Jarid G. Jairol*.....  
Duly authorised attorney of  
**NIGEL HARRISON**

.....*Patrick Harrison*.....  
Duly authorised attorney of  
**PATRICK HARRISON**

.....*Jarid G. Jairol*.....  
Duly authorised attorney of  
**WILLIAM LAUCHLAN**

.....*Jarid G. Jairol*.....  
Duly authorised attorney of  
**INGE LAUCHLAN**

.....*Jarid G. Jairol*.....  
Duly authorised attorney of  
**KENNETH MACDONALD**

cc      Auditors of the Company