

**The Companies Act 1862 to 1883
and
The Companies Act 1985**

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

RANSOMES PLC

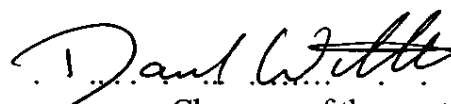
Passed 2 July 2008

AT the annual general meeting of the Company, duly convened and held on 2 July 2008, the following resolution was duly passed as a special resolution:

RESOLUTION

That with effect from the conclusion of this meeting:

1. the Directors are hereby generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80(2) of the Act) up to an aggregate nominal amount of £12,842,673.75 to such persons at such times and on such terms as the Directors may think fit provided that this authority shall expire at the conclusion of the next annual general meeting of the Company, save that the Company may before such expiry make offers or agreements which would or might require relevant securities to be allotted after such expiry; and
2. the Directors are hereby empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94 of the Act) pursuant to the general authority conferred by paragraph (1) of this resolution as if section 89(1) of the Act did not apply to any such allotment provided that the power conferred hereby shall (unless previously revoked or varied) expire at the conclusion of the next annual general meeting of the Company save that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry"


Chairman of the meeting

