

**RANSOMES plc ("the Company")**

**(Incorporated in England and Wales with Registration Number 19802)**

The following resolutions were passed as special resolutions at a duly convened extraordinary general meeting of the shareholders of the Company held at the offices of Orrick, Herrington and Sutcliffe LLP, Tower 42, Level 35, 25 Old Broad Street, London EC2N 1HQ at 10 00 a m on 28 July 2008

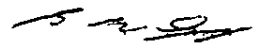
**SPECIAL RESOLUTIONS**

- 1 THAT the ordinary share capital of the Company be reduced by cancelling paid-up ordinary share capital to the extent of 24 pence on each issued fully paid ordinary share of 25 pence each in the capital of the Company and reducing the nominal amount of each ordinary share whether issued or unissued from 25 pence to 1 penny accordingly
- 2 THAT
  - 2 1 the company be re-registered as a private company under the Companies Act 1985 by the name of Ransomes Limited
  - 2 2 the memorandum of association of the Company be amended accordingly as follows
    - (a) By the deletion of clause 1 and in substitution for it

"1 The name of the company is Ransomes Limited "
    - (b) By deleting clause 2
    - (c) By renumbering clauses 3-6 as clauses 2-5 respectively
    - (a) all references to the company's name be changed to "Ransomes Limited",
    - (b) there shall be added the following sentence to the end of Article 52 (Power to purchase own shares) "The Company may make payment for any of its own shares of any class (including redeemable shares) otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares"

Ransomes Plc  
West Road,  
Ransomes Europark,  
Ipswich,  
Suffolk,  
IP3 9TT

BY ORDER OF THE BOARD

  
Director

Dated 28 July 2008

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