

Written Resolution of Ransomes Limited

Company Number 00019802

(the "Company")

Circulation Date 17 December 2008

We the undersigned being all the members of the Company who (at the date of this resolution) would be entitled to attend and vote at any general meeting of the Company and in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "Act") hereby resolve that the following resolutions be respectively passed as a written special resolution of the Company:

SPECIAL RESOLUTION

THAT:

- (a) the Company be and is hereby authorised to reduce its share capital by cancelling (i) 200,000 3.85% (net) Cumulative Preference shares of £1 each; (ii) 56,607,427 8.25p (net) Cumulative Preference shares of 12.5p each and (iii) each of the 14 special shares of £17.50, £47.25, £43.75, £415.50, £13.00, £42.25, £70.00, £17.50, £72.12, £70.00, £27.00, £35.00, £17.50 and £36.75 totalling £952.12 in aggregate and returning the capital to the shareholders of the Company;

- (b) the Company's memorandum of association be altered by deleting clause 5 and replacing it with the following new clause 5:

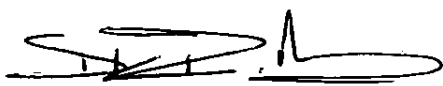
"The Company's authorised share capital is £1,900,227.17 divided into 190,022,717 ordinary shares of 1 pence each."; and

- (c) the existing articles of association of the Company be replaced by the articles of association annexed hereto.

SOLVENCY STATEMENT

As required under section 642 of the Act, a copy of the solvency statement made in connection with the reduction in share capital proposed above, is annexed to this resolution.

Please read the notes overleaf before signing your agreement to the resolution.



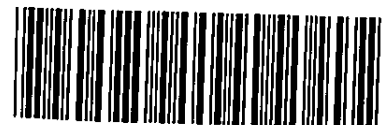
by **DAVID K. RIDAWAY**

duly authorised on behalf of Textron Acquisition Limited

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Date: 17th December 2008

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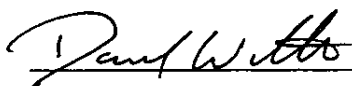
Brian George

Date: 17 DECEMBER 2008



Stephen Mitchell

Date: 17-12-2008



David Withers

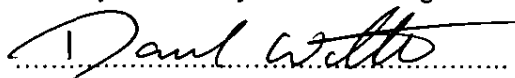
Date: 17/12/2008.

NOTES

1. If you agree with the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - **By Hand:** delivering the signed copy to the Company at West Road, Ransomes Europark, Ipswich, Suffolk IP3 9TT.
 - **Post:** returning the signed copy by post to the Company at West Road, Ransomes Europark, Ipswich, Suffolk IP3 9TT.
 - **Fax:** faxing the signed copy to Ransomes Limited on behalf of the Company to 01473 276301 marked "For the attention of Brian George.
 - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to bgeorge@tip.textron.com.

If you do not agree to the resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the resolution, you may not revoke your agreement.
3. Unless, by 31 December 2008, sufficient agreement has been received for the resolutions to pass, it will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.


.....
Director

**Written Resolution of the holders of the 3.85% (net) Cumulative Preference shares of £1
each in Ransomes Limited**

Company Number 00019802

(the "Company")

Circulation Date 17 December 2008

We the undersigned being all of the holders of the 3.85% (net) Cumulative Preference shares of £1 each in the capital of the Company hereby consent to the reduction in the share capital of the Company by the cancellation of (i) 200,000 3.85% (net) Cumulative Preference shares of £1 each; (ii) 56,607,427 8.25p (net) Cumulative Preference shares of 12.5p each and (iii) each of the 14 special shares of £17.50, £47.25, £43.75, £415.50, £13.00, £42.25, £70.00, £17.50, £72.12, £70.00, £27.00, £35.00, £17.50 and £36.75 totalling £952.12 in aggregate and the return of the capital to the shareholders of the Company and hereby sanction each and every alteration, amendment, variation or abrogation of the rights attached to the said 3.85% (net) (net) cumulative preference shares of £1 each which is or may be affected thereby or consequent thereon including the amendment of the memorandum and articles of association of the Company to remove all references thereto.



Date: 17th December 2008

by DAVID K RIDGWAY

duly authorised on behalf of Textron Acquisition Limited

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Director

**Written Resolution of the holders of the 8.25p (net) Cumulative Preference shares of 12.5p
each in Ransomes Limited**

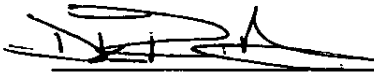
Company Number 00019802

(the "Company")

Circulation Date 17 December 2008

We the undersigned being all of the holders of the 8.25p (net) Cumulative Preference shares of 12.5p each in the capital of the Company hereby consent to the reduction in the share capital of the Company by the cancellation of (i) 200,000 3.85% (net) Cumulative Preference shares of £1 each; (ii) 56,614,067 8.25p (net) Cumulative Preference shares of 12.5p each and (iii) each of the 14 special shares of £17.50, £47.25, £43.75, £415.50, £13.00, £42.25, £70.00, £17.50, £72.12, £70.00, £27.00, £35.00, £17.50 and £36.75 totalling £952.12 in aggregate and the return of the capital to the shareholders of the Company and hereby sanction each and every alteration, amendment, variation or abrogation of the rights attached to the said 8.25p (net) Cumulative Preference shares of 12.5p each which is or may be affected thereby or consequent thereon, including the amendment of the memorandum and articles of association of the Company to remove all references thereto.

Please read the notes overleaf before signing your agreement to the resolution.


by **DAVID K RIDGWAY**

Date: **17th December 2008**

duly authorised on behalf of Textron Acquisition Limited

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Director

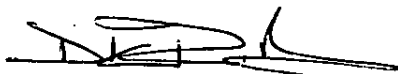
Written Resolution of the holders of the 14 special shares of £17.50, £47.25, £43.75, £415.50, £13.00, £42.25, £70.00, £17.50, £72.12, £70.00, £27.00, £35.00, £17.50 and £36.75 totalling £952.12 in aggregate in Ransomes Limited

Company Number 00019802

(the "Company")

Circulation Date 17 December 2008

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by DAVID K. RIDAWAY

Date: 17th December 2008


duly authorised on behalf of Textron Acquisition Limited

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Director