

THE COMPANIES ACT 1929
AND
THE COMPANIES ACTS 1985 to 1989

PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
of
GREATCOAT LIMITED

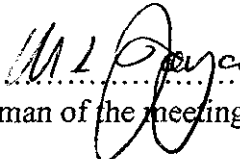
Passed on 8 December 2005

At an extraordinary general meeting of the Company duly convened and held on 8 December 2005 at BDO Stoy Hayward LLP, 6th Floor, 1 City Square, Leeds, West Yorkshire LS1 2DP, the following resolution was duly proposed and passed as a special resolution:

SPECIAL RESOLUTION

That the terms set out in the draft of an agreement for the purchase by the Company of 2,752,487 of its own ordinary shares of 10p each (a copy of which has been made available for inspection at the registered office of the Company for 15 days prior to the passing of this resolution), expressed to be made between 3i Group plc and others (1) and the Company (2), be and are hereby approved and the directors be authorised and requested to procure the Company to enter into such a contract in the terms of the draft agreement. The authority granted by this resolution shall expire at the close of business on the fifth business day following the passing of this resolution.

Presented by:

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Chairman of the meeting

Dated:

2005

