

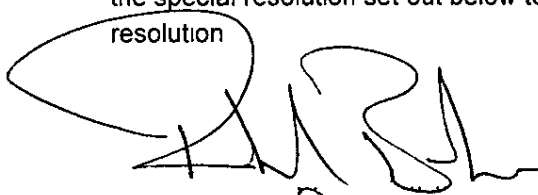
Company Number 2255239

**WRITTEN RESOLUTION
OF
SCA PENSION TRUSTEES LIMITED
(the "Company")**

**A. MEMBERS' INSTRUCTION TO THE COMPANY TO CIRCULATE WRITTEN
RESOLUTION IN ACCORDANCE WITH SECTION 292 OF THE COMPANIES
ACT 2006**

To The Company

We, the undersigned, being all the members of the Company, insofar as is necessary to comply with Section 292 of the Companies Act 2006, instruct the Company to circulate the special resolution set out below to us, which is proposed to be moved as a written resolution



R R Barker

Date


21 FEBRUARY 2013



PA Bailey

Date

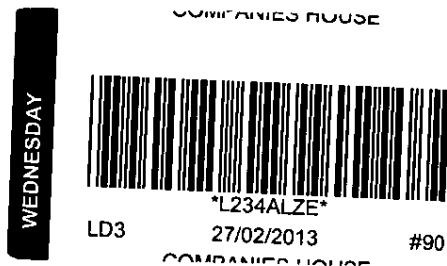
21 FEBRUARY 2013



D Turrell

Date

21 FEBRUARY 2013



B. CIRCULATION OF WRITTEN RESOLUTION PROPOSED BY MEMBERS IN ACCORDANCE WITH SECTION 293 OF THE COMPANIES ACT 2006

To R R Barker, P A Bailey and D Turrell
(together comprising all of the eligible members of the Company)

In response to the instruction at A. above, in accordance with Section 293 of the Companies Act 2006, the Company circulates the following resolution

SPECIAL RESOLUTION

That Article 33 of the Articles of Association of the Company be deleted and replaced with the new Article 33 set out in **Annex A**

ACCOMPANYING GUIDANCE REQUIRED TO COMPLY WITH SECTION 293(4) OF THE COMPANIES ACT 2006

In accordance with Section 293(4) of the Companies Act 2006, the Company provides the following guidance

1. Procedure for signifying agreement to written resolution (see Section 296 of the Companies Act 2006)

The procedure for signifying agreement by an eligible member to a written resolution is as follows

- (A) A member signifies his agreement to a proposed written resolution when the Company receives from him (or someone acting on his behalf) an authenticated document –
 - (i) identifying the resolution to which it relates, and
 - (ii) indicating his agreement to the resolution
- (B) The document must be sent to the Company in hard copy form or in electronic form
- (C) A member's agreement to a written resolution, once signified, may not be revoked
- (D) A written resolution is passed when the required majority of eligible members have signified their agreement to it

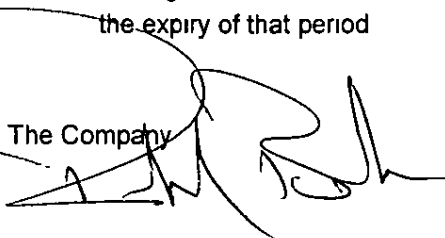
2. **Period for agreeing to written resolution (see Section 297 of the Companies Act 2006)**

A proposed written resolution lapses if it is not passed before the end of the period of 28 days beginning with the circulation date, which is 21st February, 2013¹

The agreement of a member to a written resolution is ineffective if signified after the expiry of that period

For The Company

By



Date

21 FEBRUARY 2013

C. **AGREEMENT BY MEMBERS TO WRITTEN RESOLUTION**

We, the undersigned, being all the members of the Company

- 1 confirm that we have received a copy of the above written resolution in accordance with Section 293 of the Companies Act 2006, and
- 2 hereby resolve and agree that
 - ◆ the above resolution is passed as a written resolution pursuant to Section 288 of the Companies Act 2006, and
 - ◆ such resolution shall take effect as a Special Resolution

¹ Insert date of signing of this document



R R Barker

Date 21 FEBRUARY 2013



PA Bailey

Date 21 FEBRUARY 2013



D Turrell

Date 21 FEBRUARY 2013

ANNEX A

33. Resolution in Writing

A resolution in writing signed by all the directors who are at the relevant time entitled to receive notice of a meeting of the board (if that number is sufficient to constitute a quorum) or signed by all the individuals who are at the relevant time entitled to receive notice of a meeting of a committee established under **19** above shall be as valid and effectual as a resolution passed at a meeting of the board properly called and constituted or (as the case may be) at a meeting of such a committee properly called and constituted. The resolution may be contained in one document or in several documents in like form each signed by one or more of the directors concerned (in the case of a resolution of the board) or individuals concerned (in the case of a resolution of a committee). In this article references to in writing include the use of electronic communications subject to such terms and conditions as the directors (in the case of a resolution of the board) or the individuals (in the case of a resolution of a committee) may decide. Regulation 93 of Table A shall not apply.