

WRITTEN RESOLUTION

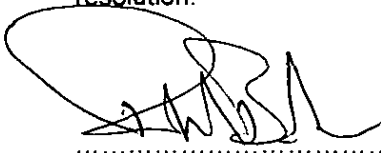
OF

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

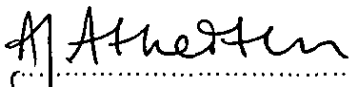
To: The Company,

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: 20/5/09


.....


A. J. Atherton

Date: 20/05/09


.....

S. Hovington

Date: 20/05/09


.....

D. Turrell

Date: 20/05/09

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COMPANIES HOUSE

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

To: R. R. Barker, A. J. Atherton, S. Hovington 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 34 of the Articles of Association of the Company be deleted and replaced with the new Articles 34 and 34A 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

20 May 2008¹ *[Handwritten signature]*

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

For: The Company *[Handwritten signature]*
By:

Date: 20 May 2009

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

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

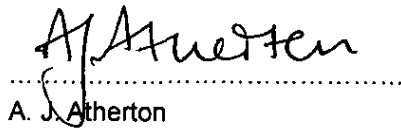
1. confirm that we have received a copy of the above written resolution in accordance with Section 293 of the Companies Act 2006, and
2. hereby resolve and agree that:
 - ◆ the above resolution is passed as a written resolution pursuant to Section 288 of the Companies Act 2006, and
 - ◆ such resolution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

¹ Insert date of signing of this document.



R. R. Barker

Date: 20 May 2009



A. J. Atherton

Date: 20/5/09



S. Hovington

Date: 20/05/09



D. Turrell

Date: 20/5/09

ANNEX A

34. Directors may vote when interested

34.1 Director to declare interests

A director shall declare any interest which he is required to declare by the Companies Act 2006 in the manner provided for in the Companies Act 2006.

Note: See Section 177 and Section 182 of the Companies Act 2006.

34.2 Director may be party to arrangements in which he is interested subject to declaration of interest

Subject to making the declaration of interest required under **34.1** above and notwithstanding his office, a director:

- (i) may be a party, whether as trustee or otherwise, to, or otherwise be interested (whether directly or indirectly) in, any transaction, arrangement or other dealing with the company or in which the company is otherwise interested; and
- (ii) may be a director or other officer of, or employed by, a party to any transaction, arrangement or other dealing with the company or in which the company is otherwise interested (whether directly or indirectly).

34.3 Director with an interest may continue in office, count in quorum and vote

Subject to making the declaration of interest required under **34.1** above, a director shall not be disqualified from office by reason of any interest. He shall be entitled to vote in respect of any transaction, arrangement or other dealing in which he is interested. If he shall do so, his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present.

34.4 No duty to account for profits arising from interest

Subject to making the declaration of interest required under **34.1** above, a director shall not, by reason of his office, be accountable to the company for any benefit which he derives (whether directly or indirectly) from any office or employment or from any transaction, arrangement or other dealing in which he is interested. No such transaction, arrangement or other dealing shall be liable to be avoided on the ground of any such interest or benefit.

34.5 Modification of Section 175 of the Companies Act 2006

Subject to making the declaration of interest required under **34.1** above, a director is not required to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company.

34.6 Board may adopt procedure for management of conflicts of interest

- (i) The board may (but shall be under no duty to do so) from time to time adopt such written conflicts of interest management procedure (a "**Conflict Procedure**") as the board may determine to be appropriate under which a director with a conflict of interest to which that Conflict Procedure applies (the "**Relevant Conflict**") in relation to that Relevant Conflict is excluded from the receipt of information, the participation in discussion or the making of decisions (whether at meetings of the board or otherwise) relating to the Relevant Conflict to the extent provided for in that Conflict Procedure.
- (ii) That Conflict Procedure may impose upon such a director such other terms and conditions for the purpose of dealing with the Relevant Conflict as the board may determine.
- (iii) That director shall be obliged to conduct himself in accordance with any terms and conditions imposed by the board under that Conflict Procedure in relation to that Relevant Conflict, so long as such terms and conditions do not override **34.7** below or **Article 34A**.

34.7 Director may recuse himself in a conflict situation

- (i) Where a director has a conflict of interest, that director may elect to recuse himself from acting for the company in relation to the matter to which the conflict of interest relates (the "**Recused Matter**").
- (ii) A director who elects under (i) (a "**Recused Director**") shall inform the board of such election at a meeting of the board or shall give notice in writing of such election to the board.
- (iii) A Recused Director:
 - (a) shall not count in the quorum at any meeting of the board at which the Recused Matter is considered,
 - (b) shall not participate in any proceedings of the board in relation to the Recused Matter, and

- (c) shall have no right to receive any information of the company in relation to the Recused Matter, and
- (iv) that Recused Director's duties to the company shall be modified accordingly.


34.8 Meaning of "interest"

In this **Article 34** "interest" includes any duty which a director owes to the company or to a person other than the company.

34.9 Committees of the Board

All the provisions of this **Article 34** and of **Article 34A** shall apply in relation to any committee of the board in the same way as they apply to the board but as if references to the board were to that committee of the board, but without the need for any director on any committee to re-declare to the committee any interest which he has already declared in accordance with **34.1**.

34.10 Transitional provision

 SM. J. DT

Any interest declared in accordance with the Articles of Association prior to 20th May, 2008 or in accordance with Section 317 of the Companies Act 1985 prior to 1st October, 2008 shall be deemed to be a continuing declaration of interest and shall be deemed to have been a declaration of interest made under **34.1**.

34.11 Disapplication of Regulation 85, 86, 94 and 95 of Table A

Regulations 85, 86, 94 and 95 of Table A shall not apply.

34A. Confidential information acquired when acting in another capacity

Subject to making the declaration of interest required under **Article 34.1**, where a director holds information:

- (i) which is confidential information,
- (ii) which that director has acquired other than when acting in his capacity as a director or employee of the company, and

² Insert date of adoption of this Article.

- (ii) in relation to which that director has a duty to a person other than the company to keep that information confidential,

that director shall be under no duty to the company to disclose to the company that confidential information and may continue to act as a director.