

Company No: SC292100

THE COMPANIES ACTS 1985 AND 1989

WRITTEN RESOLUTION

of

DUNWILCO (1287) LIMITED

(the "Company")



By a written resolution dated 24 January 2006, passed in accordance with section 381A of the Companies Act 1985, the sole member of the Company who at the date of the resolution would be entitled to attend and vote at a general meeting of the Company, unanimously resolved that the following resolutions be passed as if passed at a general meeting of the Company duly convened and held:-

1. "That, in accordance with the provisions of section 252 of the Companies Act 1985, the Company elects to dispense with the laying of accounts and reports before the Company in general meeting".
2. "That, in accordance with the provisions of Section 366A of the Companies Act 1985, the Company elects to dispense with the holding of annual general meetings".
3. "That, in accordance with the provisions of Section 386 of the Companies Act 1985, the Company elects to dispense with the obligation to appoint auditors annually".
4. "That, pursuant to section 80 of the Companies Act 1985, the directors of the Company be and are hereby authorised generally and unconditionally during the period of one month from the date of this resolution to allot relevant securities (as defined in sub-section (2) of the said section 80) any authorised but unissued shares in the capital of the Company."
5. "That the board of directors, in relation to the remuneration of auditors, be authorised to fix the auditors remuneration annually".
6. "That the directors of the Company be and are hereby authorised pursuant to section 95 of the Companies Act 1985 to allot equity securities (within the meaning of section 94 of the Act) pursuant to the authority conferred by the resolution number 4 above.
7. "That the articles of association of the Company be amended by inserting after the word "Act" in the present article 14 the following sentence:

The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be one."

Attorney for

Company Services Limited
Secretary



For and on behalf of Dunwilco (1287) Limited,

Authorised Signatory

Presented by:

Dundas & Wilson

Saltire Court, 20 Castle Terrace, Edinburgh, Tel: 0131 228 8000

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