

Registered Number: SC010649

DRAKE & SCULL (SCOTLAND) LIMITED
(the "Company")

PRIVATE COMPANY LIMITED BY SHARES

**SHAREHOLDER'S WRITTEN RESOLUTION CIRCULATED ON 7 NOVEMBER 2011
PURSUANT TO CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the director of the Company proposes that the following resolutions are passed as a special resolution:

SPECIAL RESOLUTION

THAT the Articles of Association of the Company be amended to include the following new regulations 6A and 6B:

"6A: Notwithstanding anything to the contrary in these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such a transfer:

(i) is executed by any chargee to whom such shares have been charged by way of security, or by a nominee of such chargee ("**Secured Institution**");

(ii) is executed by a Secured Institution, pursuant to the power of sale under such security, and a certificate by an official of such Secured Institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts; or

(iii) is delivered to the Company for registration by a Secured Institution in order to perfect its security over the shares,

and the directors shall immediately register any such transfer of shares upon receipt and furthermore, notwithstanding anything to the contrary in these Articles, no shares in the Company to be transferred or proposed to be transferred to a Secured Institution shall be required to be offered to the shareholders for the time being of the Company and no such shareholder shall have any right under the Articles or otherwise to require such shares to be transferred to them for valuable consideration or otherwise."

"6B: Any lien on shares which the Company has pursuant to these articles shall not apply in respect of any shares that have been charged by way of security to a bank or financial institution or such chargee's nominee, a subsidiary of a bank or financial institution or such chargee's nominee."

Please read the explanatory notes at the end of this document before signifying your agreement to the resolutions.

SATURDAY



SCT

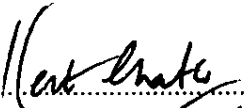
"SPRHPZ6J"

12/11/2011

COMPANIES HOUSE

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We, the undersigned, being the sole shareholder of the Company entitled at the time the resolutions were circulated to vote on the resolutions, **HEREBY AGREE** to the resolutions being passed.

Signed 

Date 9 / Nov / 2011

Director for and on behalf of
EMCOR (UK) LIMITED

NOTES

- 1 If you agree to the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
- 2 If you do not agree to the written resolutions, you do not need to do anything. You will not be deemed to agree if you do not reply.
- 3 Once you have signified your agreement, you may not revoke your agreement.