

COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
A.G. PORTER & SONS LIMITED
(Registered Number SC038047)

Dundee 25/11/12
Confirmed a true and complete copy
Signed [Signature]
Notary Public

Written Resolution

Circulation Date: 14th DEC . 2011

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of A.G. Porter & Sons Limited (the "Company") propose that the following resolution is passed as a special resolution (the "Resolution"):

SPECIAL RESOLUTION

THAT subject to the passing of a special resolution amending the Articles of Association by deletion of Regulation 10 of Table A to the Companies Act 1948, the terms of an off-market purchase agreement (the "Agreement") between the Company and James Gray Porter for the purchase by the Company of 1,167 Ordinary Shares of £1 in the capital of the Company on the terms set out in the Agreement be approved and the Company be authorised to enter into the Agreement.

AGREEMENT

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

The undersigned, being a person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution:

[Signature]
Lochart MacDonald Porter

15/12/11
Date

[Signature]
James Gray Porter

15/12/11
Date

[Signature]
William Angus Porter

29/12/11
Date

SATURDAY



S11GSVHT
SCT 28/01/2012 #447
COMPANIES HOUSE

Diana M Porter
Diana May Porter

22/12/11
Date

Notes

- 1 If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
- 3 Unless sufficient agreement has been received for the Resolution to pass within 28 days of the Circulation Date, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
- 4 If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.