



SCT SHUE1MMQ 0144
 COMPANIES HOUSE 14/07/03

SCT SHGTEMHZ 0197
 COMPANIES HOUSE 09/07/03

Registered No. SC045228

COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

WILLIAM JOHNSTON & CO (ENGINEERS) LIMITED

We, the undersigned, being all the members of William Johnston & Co (Engineers) Limited ("the Company") who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company at which the agreement for the purchase by the Company of shares in the Company from Janie McCallum Holmes McKnight is considered, in accordance with the provisions of Section 381A of the Companies Act 1985 (as amended) and pursuant to the powers and authorities contained in the Articles of Association of the Company HEREBY RESOLVE as follows the resolution to take effect as a special resolution:-

"THAT the Company be authorised to enter into an agreement with Janie McCallum Holmes McKnight to purchase 500 Ordinary Shares of £0.01 each in the capital of the Company in terms of the draft agreement attached hereto."

Janette Jeffrey

 Janette Jeffrey Craig McEwen Date 2/7/3

Charles George

 Charles George McEwen Date 2/7/3

Joanna

 Joanna McKnight Date 2/7/3

Richard

 Richard McKnight Date 2/7/3

C. McKnight
.....
Stuart McKnight

2/7/3
.....
Date

C. McKnight
.....
Craig McKnight

2/7/3
.....
Date

Alexander Charles McEwen
.....
Alexander Charles McEwen

2/7/3
.....
Date

GLASGOW *5 July 2003*
This and the succeeding pages
certified a true copy

[Signature]
BIGGART BAILLIE
AGENTS
DALMORE HOUSE
310 ST. VINCENT STREET
GLASGOW G2 5QR

AGREEMENT

between

WILLIAM JOHNSTON & CO (ENGINEERS) LIMITED

and

JANIE McCALLUM HOLMES McKNIGHT

2003

**Re: Purchase by William Johnston & Co
(Engineers) Limited of its own shares**

**BIGGART BAILLIE
Solicitors
Glasgow & Edinburgh**

AGREEMENT

between

WILLIAM JOHNSTON & CO
(ENGINEERS) LIMITED, incorporated
under the Companies Acts (with registered
number SC045228) and having its
Registered Office at 39 Mauchline Street,
Glasgow, G5 8HQ ("the Company") OF
THE FIRST PART

and

JANIE McCALLUM HOLMES McKNIGHT,
residing at Campbell Court, 11 Burnside
Gate, Burnside, Glasgow, G73 5BS ("the
Vendor") OF THE SECOND PART

WHEREAS:-

- (A) The Company has an authorised share capital of £50,000 divided into 816 Redeemable Preference Shares of £1 each, 4,917,400 Ordinary Shares of 1p each and 1,000 B Ordinary Shares of 1p each;
- (B) The Vendor wishes to sell 500 Ordinary Shares ("the Sale Shares");
- (C) Pursuant to the Articles of Association the Company has authority to purchase its own shares and enter into these presents.

NOW THEREFORE IT IS HEREBY AGREED AND DECLARED as follows:-

1. The Company shall purchase from the Vendor and the Vendor shall deliver to the Company the Sale Shares.
2. The consideration for the said purchase shall be the payment by the Company to the Vendor of the sum of £10 per Ordinary Share being a total consideration of £5,000. The Company has confirmed with the Board of the Inland Revenue that the payment will not be treated as a qualifying distribution within the meaning of Section 14(2) of the Income and Corporation Taxes Act 1988.

