

COMPANIES ACT 1985

**WRITTEN RESOLUTION  
OF  
RAE BROWN & COMPANY LIMITED**

Registered in Scotland No. SC81744  
(the "Company")

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Pursuant to Section 381A of the Companies Act 1985 ("the Act")

Passed on 22 / 12 / 2005 at 9.30 am

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For and on behalf of the Company, acting under a power of attorney granted under the provisions of a Share Sale Agreement entered into between members of the Company and James Blake & Company (1863) Limited, hereby resolve as follows:-

Passed as Ordinary Resolutions

"THAT the financial assistance which it is proposed that the Company shall give to James Blake & Sons (1863) Limited (Registered in Scotland No. SC291785) in connection with its proposed acquisition of the entire issued share capital of the Company, particulars of which said assistance are contained in the Statutory Declaration made this day by the sole Director of the Company annexed hereto, be and is hereby approved".

"THAT after due consideration of all the circumstances and on being satisfied that it is for the benefit of the Company and in the interests of the Company for the purpose of carrying on its business to create a guarantee in the form attached to secure all the liabilities of the Company to The Royal Bank of Scotland plc (but so that amount recoverable from the Company under the Guarantee shall be limited in the manner specified therein)."

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