

WALTER SCOTT & PARTNERS LIMITED

(Registered Number SC093685)

NOTICE OF WRITTEN RESOLUTION

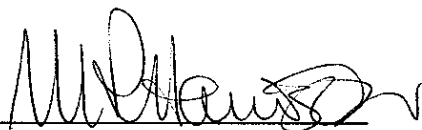
Notice is hereby given that, in accordance with section 381A of the Companies Act 1985 (as amended), on 15 November 2004 the following resolutions were passed by all the members of Walter Scott & Partners Limited (the "Company") by way of written resolution:

WRITTEN RESOLUTION

"THAT:

- (a) the authorised share capital of the Company be and is hereby increased to £30,101 by the creation of an additional 1 ordinary shares of £1 each having the rights attached to the ordinary shares of £1 each set out in the articles of association of the Company and ranking *pari passu* in all respects with the existing ordinary shares of the Company;
- (b) in substitution for any existing power under section 80 of the Companies Act 1985 (as amended) (the "Act"), but without prejudice to the exercise of any such authority prior to the date hereof, the Directors be and are hereby generally and unconditionally authorised in accordance with section 80 of the Act to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of the Act) up to an aggregate nominal amount of £10,001, such authority to expire on 15 November 2009 but so that such authority shall allow the Company to make offers or agreements before the expiry of such authority which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offers or agreements as if the power conferred hereby had not expired; and
- (c) in substitution for any existing power under section 95 of the Act, the Directors be and are hereby generally and unconditionally empowered pursuant to section 95 of the Act, to allot equity securities (as defined in section 94(2) of the Act) for cash pursuant to the above authority given in accordance with section 80 of the Act as if section 89(1) of the Act did not apply to the allotment such power to expire on 15 November 2009 but so that such power shall allow the Company to make offers or agreements before the expiry of this power which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired."




Director, for and on behalf of
Walter Scott & Partners Limited
Date: 15-Nov-04