

Aberdeen Development Capital PLC (Company No. 98542)

At the Annual General Meeting of Aberdeen Development Capital PLC, convened and held on 24th September, 2009, the following **Special Resolution** was passed.

Resolution No. 7

To consider the following Resolution, which will be proposed as a Special Resolution:

“THAT, the Company be and is hereby generally and unconditionally authorised in accordance with Section 166 of the Companies Act 1985 (hereafter the “Act”) to make market purchases (within the meaning of Section 163 of the Act) and to cancel shares of 1p each of the Company, provided that;

- (a) the maximum number of Ordinary shares hereby authorised to be purchased is 5,354,312 being 14.99 per cent. of the issued share capital of the Company as at the date of passing of this Resolution;
- (b) the minimum price which may be paid for an Ordinary share is one penny;
- (c) the maximum price (exclusive of expenses) which may be paid for an Ordinary share shall be the higher of:
 - (i) 105 per cent. of the average market value (taken from the Daily Official List of the London Stock Exchange) of an Ordinary Share for the five business days immediately preceding the day the purchase is made; and
 - (ii) the value of an Ordinary share calculated on the basis of the higher of (1) the last independent trade of any number of Ordinary Shares on the London Stock Exchange or (2) the highest current independent bid for any number of Ordinary Shares on the London Stock Exchange;
- (d) unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company in 2010 or, if earlier, on the expiry of 12 months from the passing of this Resolution, unless such authority is renewed prior to such time;
- (e) the Company may make a contract or contracts to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of Ordinary Shares in pursuance of such contract or contracts.”

Certified as True,

Derek C Gault,

For and on behalf of Aberdeen Asset Management PLC, Company Secretary.

