

# LEDGE 412 LIMITED

Registered in Scotland No. 188500  
Registered Office: 1 Golden Square, Aberdeen, AB10 1HA

## NOTICE TO REGISTRAR

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The following **WRITTEN RESOLUTIONS** of all the **MEMBERS** of the Company were passed pursuant to Section 381A of the Companies Act 1985 (as amended) on 5<sup>th</sup> November 1998

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### AS SPECIAL RESOLUTIONS

1. Adoption of New Articles

"That the Articles of Association signed by the Secretaries for identification purposes be and are hereby adopted as the Articles of Association of the Company in substitution for the existing Articles of Association".

2. Reclassification of Share Capital

"That the authorised share capital of the Company comprising 1,000 ordinary shares of £1.00 each (including the two shares in issue) be and they are hereby re-classified as 1,000 ordinary shares of £1.00 each having the rights and restrictions attaching to the ordinary shares of £1.00 each set out in the Articles of Association adopted pursuant to Resolution No. 1 above."

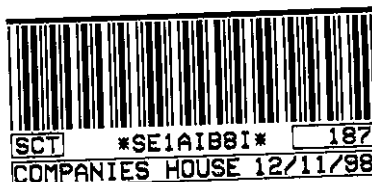
3. Increase in Share Capital

"That the authorised Share Capital of the Company be increased by 1,403,000 by the creation of 103,000 Ordinary Shares of £1.00 each, 100,000 A Ordinary Shares of £1.00 each and 1,200,000 Cumulative Redeemable Preference Shares of £1.00 each all having the rights and privileges set out in the new Articles of Association adopted of even date."

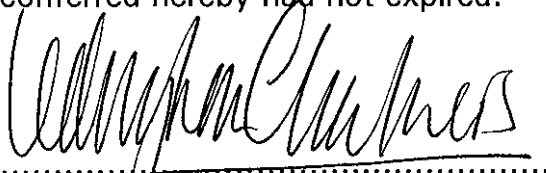
4. Authority to Allot

"That the Directors be hereby authorised generally for the purpose of Section/

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Section 80 of the Companies Act 1985 to exercise the power of the Company to allot and issue such number of Ordinary Shares of £1.00 each, such number of A Ordinary Shares of £1.00 each and such numbers of Cumulative Redeemable Preference Shares of £1.00 each as are comprised in the Company's authorised share capital but unissued as at the date hereof and on such terms and conditions as the Directors may in their sole discretion think fit. This authority shall expire one year from the date of this Resolution unless sooner revoked or altered by the Company in general meeting, provided that before such expiry the Company may make an offer or agreement which would or might require Shares to be allotted and issued after such expiry and the Directors may allot and issue Shares in pursuance of such offer or agreement as if the authority conferred hereby had not expired."



Ledingham Chalmers  
Secretaries

5.11.98.

Date

Ref: RC/KMQ