

**WRITTEN RESOLUTION**  
**CALA LAND INVESTMENTS (BEARSDEN) LIMITED**  
**(Registered Number SC255675)**  
**(the "Company")**

By written resolution of the Company in accordance with Chapter 2 of Part 13 of the Companies Act 2006 the following resolution was passed as a special resolution on  
16/12/ 2009:-

"That the existing articles of association of the Company be amended by:

(i) inserting the following provision as article 18:

"18: Notwithstanding anything contained in these Articles,

- (a) the directors (or director if there is only one) of the Company may not decline to register any transfer of shares in the Company nor suspend registration of any such shares; and
- (b) a holder of shares in the Company is not required to comply with any provision of the Articles which restricts the transfer of shares or which requires any such shares to be first offered to all or any current shareholders of the Company before any transfer may take place,

where in any such case the transfer is or is to be:

- (i) executed by a bank or institution to which such shares have been mortgaged or charged by way of security (or by any nominee of such bank or institution) pursuant to a power of sale under such security;
- (ii) executed by a receiver or manager appointed by or on behalf of any such bank or institution under any such security; or
- (iii) to any such bank or institution (or to its nominee) pursuant to any such security.

A certificate by any officer of such bank or institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts.";

(ii) inserting the following provision as article 19:



"19: Notwithstanding anything contained in these Articles, any voting rights in respect of shares pledged to any third party may only be exercised by the third party pledgee (or its nominee) in accordance with the directions of the grantor of the pledge until an event of default or other enforcement event (as set out in that share pledge) has occurred pursuant to the term of the relevant share pledge."

  
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Director

Date: .....

16/12/9