

**THE COMPANIES ACTS 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES**

SOLE MEMBER'S WRITTEN RESOLUTION

of

CALA LAND INVESTMENTS (BEARSDEN) LIMITED (the "Company")

(Registered in Scotland under company number 255675)

dated 27 November 2003

We, the undersigned, being the sole member of the Company entitled to attend and vote at a general meeting of the Company, pass the following resolutions as written resolutions to have effect as if passed as special resolutions at a general meeting of the Company in accordance with the Company's Articles of Association.

Special Resolutions

- (a) that the authorised share capital of the Company be and is hereby reduced from £1,000 by £996 to £4 by the cancellation of 996 shares of £1 each;
- (b) that the existing issued share of £1 in the capital of the Company and two of the existing authorised but unissued shares of £1 each in the capital of the Company be and are hereby reclassified as A Shares of £1 each, having the rights attached to the A Shares as set out in the Articles of Association adopted in terms of a resolution contained in paragraph (d) below;
- (c) that one of the authorised but unissued shares of £1 in the capital of the Company be and is hereby reclassified as a B Share of £1, having the rights attached to the B Shares as set out in the Articles of Association adopted in terms of a resolution contained in paragraph (d) below;
- (d) that the regulations contained in the document attached hereto and for the purposes of identification signed on behalf of the sole director be and are hereby approved and adopted as the Articles of Association of the Company and in substitution for and to the exclusion of all existing Articles of Association of the Company.

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for and on behalf of CALA Land Investments Limited



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PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

CALA LAND INVESTMENTS (BEARSDEN) LIMITED

adopted on 27 November 2003

Company Number: SC255675

COMPANIES ACTS 1985 - 1989

PRIVATE COMPANY LIMITED BY SHARES

CALA LAND INVESTMENTS (BEARSDEN) LIMITED

ARTICLES OF ASSOCIATION

Adopted on 27 November 2003

1. TABLE A

- 1.1. The regulations contained in Table A in the schedule to the Companies (Tables A to F) Regulations 1985 ("Table A") apart from regulations 17, 24, 26, 39, 40, 41, 50, 54, 64, 65, 73-80, 81(e), 86, 88, 91, 94-98 and 101 apply to the Company except insofar as they are inconsistent with these Articles.
- 1.2. A reference to a regulation of a particular number is to the regulation of that number in Table A.

2. SHARE CAPITAL

- 2.1. The authorised share capital at the date of adoption of these Articles is £4 divided into 3 A shares of £1 each ("A Shares") and 1 B share of £1 ("B Share"). The A Shares and the B Shares constitute different classes of shares but, except as expressly provided in these Articles, rank *pari passu* in all respects.
- 2.2. Subject to any contrary direction given by the Company in general meeting and to the provisions of the Act and of these Articles, the directors are authorised for the purposes of section 80 of the Act to create, allot, deal with or dispose of shares in the capital of the Company and the maximum amount of shares to be allotted in pursuance of such authority shall be £4 in nominal value of such shares to such persons and on such terms as they think fit. The authority given to the directors shall expire five years from the date of adoption of these Articles but the directors may allot or dispose of shares after the expiry in pursuance of an offer or agreement made by the Company before the expiry.
- 2.3. Pursuant to section 95(1) of the Companies Act 1985, section 89(1) of that Act shall not apply to the allotment of equity securities (within the meaning of section 94 of that Act) up to a nominal amount of £4 in the capital of the Company.
- 2.4. No shares in the Company nor any right to subscribe for or convert any security into shares in the Company shall at any time be allotted unless within one month before that allotment every holder of A Shares for the time being and every holder of B Shares for the time being has consented in writing to that allotment and its terms and to the allottee. No A Share nor any right to subscribe for or convert any security into an A share shall be allotted otherwise than to the holder of an A Share and no B Share nor any

right to subscribe for or convert any security into a B Share shall be allotted otherwise than to the holder of a B Share.

3. RETURN OF CAPITAL

On a return of assets on liquidation or reduction of capital or otherwise the assets of the Company remaining after the payment of its liabilities shall be distributed amongst the holders of the A Shares and the B Shares (*pari passu* as if the same constituted one class of shares) in proportion to the number of fully paid up A Shares and B Shares held by them respectively.

4. VARIATION OF RIGHTS

The rights attached to any class (unless otherwise provided by the terms of the issue of the shares of that class) may, whether or not the Company is being wound-up, be varied with the consent in writing of the holders of three-fourths in number of the issued shares of that class. Any of the following shall be deemed to constitute a variation of the rights attached to the A shares and the B shares as a class, and shall not be proposed at any general meeting nor carried into effect without the consent or sanction to a variation of the rights attached to each of such classes of shares referred to in this article:

- (a) any alteration in the memorandum or articles of association of the Company; or
- (b) any increase or reduction or other alteration in the authorised or issued share capital of the Company or any of the rights attaching to any share capital; or
- (c) any resolution to put the Company into winding up.

5. SEAL

The Company shall not adopt a common seal and accordingly the words "be sealed with the seal and shall" shall be deleted from the second sentence of regulation 6.

6. LIEN

The lien conferred by regulation 8 attaches to all shares, whether fully paid or not, registered in the name of a person indebted or under liability to the Company, whether he is the holder of the shares or one of two or more joint holders, and to all distributions and other moneys and property attributable to them. The lien shall be for all sums presently payable to the Company by him or his estate and regulation 8 is modified accordingly.

7. TRANSFER OF SHARES

- 7.1. No share (or any interest in a share) may be transferred or disposed of otherwise than with the prior written consent of the holder or holders of the A Shares ("the A Shareholder") and the holder or holders of the B Shares ("the

B Shareholder"), and the Directors shall not register the transfer of any Share unless such transfer or disposal is so made in accordance with such prior written agreement of the A Shareholder and the B Shareholder provided that nothing in this Article shall preclude all (but not some only) of the Shares held by a member of a Shareholder's Group being transferred to another member of that Shareholder's Group provided further that:

- 7.1.1. prior to such transfer, the proposed transferee executes such deed of adherence as is required by the other shareholders in relation to any shareholders agreement then in force; and
 - 7.1.2. if such transferee at any time ceases to be a member of the Group of the original Shareholder from which it, directly or indirectly, acquired the Shares, it shall forthwith transfer all of the shares in the Company which it holds at that time to another member of that Group; and
 - 7.1.3. the transferring Shareholder (or, if there is a holding company of which the transferring Shareholder is a wholly owned subsidiary, that holding company) shall guarantee to all the other shareholders the due and proper performance by any transferee of Shares of its obligations under the Articles or such shareholders agreement.
- 7.2. The directors may refuse to register a transfer unless it is lodged at the office or at such other place as the directors appoint and is accompanied by the certificate for the shares to which it relates and it is in favour of not more than four transferees but shall otherwise register a transfer made in accordance with Article 6.
- 7.3. *If any share of any class is transferred pursuant to any of the provisions of these articles to a member holding shares of a different class, such shares shall as on and from the time of registration of the transfer of that share in the register of members of the Company be immediately redesignated as a share of the same class as those already held by that member.*
- 7.4. Regulation 25 is amended by replacing "two months" with "fourteen days".

8. NOTICE OF GENERAL MEETINGS

- 8.1. Regulation 37 is amended by replacing "eight weeks" with "four weeks".
- 8.2. The first sentence of regulation 38 is amended by deleting "or a resolution appointing a person as a director".
- 8.3. Notices of meetings need not be given to the directors as such and regulation 38 is modified accordingly.
- 8.4. Every notice calling a meeting of the Company shall include, with reasonable prominence, a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not also be a member.

9. PROCEEDINGS AT GENERAL MEETINGS

- 9.1. No business shall be transacted at a general meeting unless a quorum is present. The quorum is one A Shareholder and one B Shareholder, present in person or by proxy or by duly authorised corporate representative.
- 9.2. *If within half an hour from the time appointed for a general meeting a quorum is not present, the meeting shall be adjourned to the same day of the next week at the same time or as otherwise agreed by the Shareholders and each member shall be notified by the Company by facsimile transmission or by any other form of notice in writing of the date, time and place of the adjourned meeting and the quorum at any adjourned meeting shall be the A Shareholder.*
- 9.3. Paragraph (b) in regulation 46 is replaced with "by any member having the right to vote at the meeting"; and paragraphs (c) and (d) are deleted.

10. APPOINTMENT AND REMOVAL OF DIRECTORS

- 10.1. The holders of a majority of the A Shares shall have the right to appoint two directors (each such director being termed an "A Director") and to remove any director nominated by them and the holder of the B Share shall have the right to appoint one director (such director being termed the "B Director") and to remove any director nominated by them, in each case by giving notice in writing (signed by a director or the secretary of the member lodging the notice) to the Secretary of the Company at its registered office or at a meeting of the Directors.
- 10.2. The appointment of a director pursuant to Article 10.1 by the holders of one class of shares shall be subject to the approval (such approval not to be unreasonably withheld or delayed) of the holders of the other class of shares unless the director so appointed is an employee of the appointors or of any company in the same group of companies as the appointor in which case no such approval is required. If any director so appointed ceases to be an employee of the appointor or of any company in the same group of companies as the appointor his office as director shall immediately be vacated.
- 10.3. An appointment or removal of a director under article 10.1 is effected by a notice, given to the Company by being sent to or left at its registered office.
- 10.4. The directors are not subject to retirement by rotation. The last sentence of regulation 84 is accordingly deleted.
- 10.5. A person is not disqualified from being a director by having attained any particular age.

11. ALTERNATE DIRECTORS

- 11.1. A director (other than an alternate director) may appoint as his alternate any person who is approved for that purpose by both the holders of a majority of the shares of the class by the holders of which he was appointed and the

holders of a majority of the shares of the other class (which approval must not be unreasonably withheld or delayed) and may terminate the appointment. An alternate director shall be entitled to receive notice of all meetings of the directors whether he is present in the United Kingdom or not and the last sentence of regulation 66 accordingly does not apply. In the absence of the director appointing him, an alternate director shall (in addition to any voting rights to which he is entitled if he is also a director) be entitled to the same voting rights as his appointor and shall be treated as if he were appointed by the holders of the same class of shares as the shares held by the persons who appointed his appointor.

- 11.2. An alternate director ceases to be an alternate for his appointor when his appointor ceases to be a director.
- 11.3. Regulation 68 is amended by adding after "by notice to the Company signed by the director making or revoking the appointment" the words "and delivered to the office or tendered at a meeting of the directors".

12. DIRECTORS' APPOINTMENTS AND INTERESTS

Regulation 85 is amended by deleting "and provided that he has disclosed to the directors the nature and extent of any material interest of his".

13. PROCEEDINGS OF DIRECTORS

- 13.1. Subject to the provisions of these Articles, the directors may regulate their proceedings as they think fit.
- 13.2. A director may, and the secretary at the request of a director shall, call a meeting of the directors.
- 13.3. Prior to the allotment of the B Shares the quorum for the transaction of the business of the directors is two directors. After the allotment of the B Share, subject to paragraph 13.7, the quorum for the transaction of the business of the directors is two directors, being one A Director and one B Director.
- 13.4. If within half an hour from the time appointed for a Board meeting a quorum is not present, the meeting shall be adjourned to the same day of the next week at the same time and place (or as otherwise agreed by the Shareholders). Each Director not present at the meeting shall immediately following such adjournment be notified by either or both of the Shareholders by telex or facsimile notice or by any other form of notice in writing of the date, time and place of the adjourned meeting. The quorum at any board meeting adjourned in accordance with this Article shall be any two directors.
- 13.5. All business arising at any Board Meeting shall be determined by resolution passed by a majority of votes of the directors present. Each director shall have one vote at any meeting of the Board. Without prejudice to the quorum requirements set out in Article 13.3, in the event that any A Director is not in attendance at a meeting of the Board the voting rights of the absent A Director shall be exercised by the A Director present at such meeting in addition to the voting rights which the A Director present has.

- 13.6. If it appears that any shareholder of B Shares (in whatever capacity) is in breach of any obligation which it owes to the Company or has misapplied or retained or become liable or accountable for any money or property of the Company, or has been guilty of any misfeasance or breach of trust in relation to the Company then it is agreed that the conduct of the prosecution of any right of action of the Company shall be passed to the A Directors who shall have full authority on behalf of the Company to negotiate, litigate and settle any resultant claim. Full authority will also be passed to the A Directors for the defence of any action or claim brought or made by the holder of B Shares or any members of its group against the Company, including authority to negotiate, litigate and settle such action or claim. No B Director shall be required to be present to make a quorum of the Board for that part of a meeting at which a decision is made in relation to any of such matters referred to in this paragraph. The provisions of this paragraph shall apply *mutatis mutandis* in relation to any such default by any holder of A Shares and the conduct of any claim or the prosecution of any right of action by the B Director or the defence of any claim against the Company by a holder of A Shares or any member of its group.
- 13.7. The chairman of the meeting, shall not have a second or casting vote either at meetings of the directors or meetings of the shareholders.
- 13.8. Not less than 7 days' notice of meetings of directors and of committees of the directors shall be given to each of the directors or the members of the committee at his address given for that purpose, whether in the United Kingdom or elsewhere and whether he is present in the United Kingdom or not.
- 13.9. The notice of a meeting of the directors or of a committee of the directors shall include an agenda specifying in reasonable detail the matters to be discussed at the meeting. The agenda shall include any item which a director requests the secretary to include in it. No other business shall be discussed at the meeting unless all the directors present otherwise agree. At an adjourned meeting, only business which was specified in the agenda for the original meeting and remains unfinished shall be discussed.
- 13.10. A director may participate in a meeting of the directors or of a committee of which he is a member by conference telephone or similar communications equipment by means of which all the persons participating in the meeting can hear each other at the same time. Participation in a meeting in this manner is treated as presence in person at the meeting. Such a meeting shall be deemed to take place where the largest group of those participating is assembled and where there is no such group, where the chairman of the meeting then is.
- 13.11. A director may vote at a meeting of the directors or of a committee on a resolution which concerns or relates to a matter in which he has, directly or indirectly an interest but he remains obliged in any event to declare his interest in accordance with section 317 of the Act.

14. MINUTES

Regulation 100 is amended by replacing paragraphs (a) and (b) with "of proceedings of general meetings and meetings of the directors".

15. ACCOUNTS

Regulation 109 is amended by replacing "No member shall (as such) have any right of inspecting any accounting records" with "A member shall be entitled, on giving reasonable notice, to inspect during business hours any accounting records".

16. NOTICES

16.1. A notice required by these Articles to be given by the Company may be given by any visible form on paper, including facsimile transmission or by e-mail. A notice given by facsimile transmission is deemed to have been given at the time that it is transmitted to the person to whom it is addressed. If sent by e-mail the notice shall be deemed to have been received on the date stipulated on the certificate obtained from the sender's computer system confirming that the e-mail was sent to the correct e-mail address, provided always that where said certificate indicates the e-mail was sent after 5.00pm local time, the e-mail will be deemed to have been received on the first Business Day after the date appearing on the certificate. Regulations 111 and 113 are amended accordingly.

16.2. A member whose registered address is not within the United Kingdom may give to the Company an address either within the United Kingdom or elsewhere at which notice may be given to him and he shall be entitled to have notices given to him at that address. Regulation 112 is amended accordingly.

17. INDEMNITY

Regulation 118 is amended:

- (a) by adding after "shall be indemnified out of the assets of the company" the words "against losses and liabilities which he incurs, otherwise than as a result of his own negligence or default, in connection with the performance of his duties as such and"; and
- (b) by adding after "in which judgment is given in his favour" the words "or where the proceedings are withdrawn or settled on terms which do not include a finding or admission of a material breach of duty by him".