

**WRITTEN RESOLUTION**

**MALCOLM PROPERTIES (HOLDINGS) LIMITED**

**(Registered Number: SC283167)**

**(the "Company")**

By written resolution of the Company in accordance with Chapter 2 of Part 13 of the Companies Act 2006 the following resolutions were passed as special resolutions on 29 November 2012:

That the articles of association of the Company adopted on 6 May 2009 be amended by:

- 1 inserting a new definition of **"Connected Person"** where it should appear alphabetically in article 1.1 in the form set out below:

**"Connected Person"** shall have the meaning provided by section 1122 of the Corporation Tax Act 2010 and a person shall be deemed to be connected with another if that person is connected with another within the meaning of section 1122 of the Corporation Tax Act 2010;

- 2 inserting a new definition of **"Prestonfield"** where it should appear alphabetically in article 1.1 in the form set out below:

**"Prestonfield"** means Prestonfield Investments Limited, a company registered in Scotland with registered number SC433725 having its registered office at Level 1, Citymark, 150 Fountainbridge, Edinburgh EH3 9PE;

- 3 deleting the definition of **"Investors Agent"** where it appears in article 1.1 and substituting the following:

**"Investors Agent"** means Prestonfield;

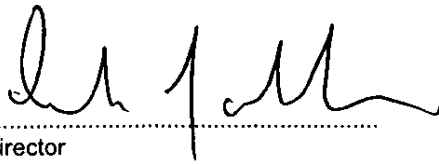
- 4 amending the definition of **"Uberior Option Agreement"** where it appears in article 1.1 by inserting the words "(as assigned by Uberior Ventures Limited to Prestonfield on or around the date of adoption of these Articles)" at the end of such definition.

- 5 amending article 7.3.4 by deleting the word "Uberior" each time it appears in such article and replacing it with the word "Prestonfield".

- 6 amending article 8.3.1 so that it reads:

the acquisition of shares by any of the Managers, or BoS or Prestonfield or the Company or a Connected Person(s) of any such party; or



  
.....  
Director

2

Date: 29 NOVEMBER 2012