

Company No: SC443098

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

ANDSTRAT (NO.385) LIMITED

("the Company")

THURSDAY



SCT 09/05/2013 #217
COMPANIES HOUSE

Circulation Date: **3** May 2013 ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution (1) be passed as an ordinary written resolution (the "Ordinary Resolution") and that resolution (2), (3) and (4) below be passed as a special written resolution (the "Special Resolution") by the shareholders of the Company.

ORDINARY RESOLUTION

1. "THAT in accordance with section 551 of the Companies Act 2006, the directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £3.08 provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years from the date of this resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the directors may allot shares and grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Companies Act 2006.

SPECIAL RESOLUTION

2. THAT subject to passing of resolution (1) and in accordance with section 570 of the Companies Act 2006, the directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by resolution (1), as if section 561(1) of the Companies Act 2006 or any other pre-emption rights which may exist in the articles of association or otherwise do not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £3.08 and expire on the date no longer than five years from the date this resolution is passed (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which would or might require equity securities in pursuant of

any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

Anderson Strathern Nominees Limited, a person entitled to vote on the Resolutions on May 2013, hereby irrevocably agrees to the Resolutions:

3 MAY 2013
Date

NOTES

1. If you agree to the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - **By Hand:** delivering the signed copy to Anderson Strathern, 1 Rutland Court, Edinburgh, EH3 8EY;
 - **Post:** returning the signed copy by post to Anderson Strathern, 1 Rutland Court, Edinburgh, EH3 8EY;

If you do not agree to the resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
2. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
3. Unless, by 28 days after the Circulation Date, sufficient agreement has been received for the resolutions to pass, it will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or on this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.