

Company Number SC690502

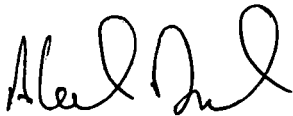
THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF THE MEMBERS
of
ALEXANDER DUTHIE & SONS (HOLDINGS) LIMITED
(the Company)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the **Act**), the directors of the Company propose that the following resolution (**Resolution**) be passed as an ordinary resolution as if passed by the Company in a General Meeting, namely:-

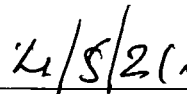
Ordinary Resolution

THAT, the 4 Ordinary shares of £1.00 each in the issued share capital of the Company be subdivided into 40 Ordinary shares of £0.10 each, such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing ordinary shares of £1.00 each in the capital of the Company as set out in the Company's articles of association for the time being.

The undersigned, being the persons entitled on the date of circulation of the Resolution to vote on the Resolution, hereby irrevocably agree to the Resolution:




Alexander Duthie



Date



Richard Duthie



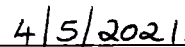
Date

Sharon Duthie

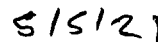
Date



Gail Duthie



Date



NOTES:

1. If you agree with the Resolution, 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 the Company at 5 Carden Place, Aberdeen, AB10 1UT.

Post: returning the signed copy by post to the Company at 5 Carden Place, Aberdeen, AB10 1UT.

If you do not agree to the Resolution, 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 Resolution, you may not revoke your agreement.
3. Unless within 28 days of the date of circulation of this Resolution, sufficient agreement has been received for the Resolution to pass, they will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.