

Company Number: 30441

The Companies Acts 1985 to 1989

Private Company Limited by Shares

Written Resolutions of A & D Sutherland Limited ('the Company')

The following resolutions were passed by Written Resolution Procedure pursuant to s. 381A of the Companies Act 1985, as a Written Resolution of the Company on ..07/02/..... 2002:

1. That 4,250 Ordinary Shares of £1.00 each in the share capital of the Company, registered in the name of Hugh Sutherland be reclassified as 'B' Ordinary Shares of £1.00 each in the share capital of the Company (the 'B' Ordinary Shares'), having the rights and restrictions specified in the Articles of Association of the Company pursuant to resolution 2 below.
2. That the Articles of Association of the Company be amended by:
 - (A) deleting the existing Article 5 and replacing that Article with a new Article 5 as follows:
 - 5a) The authorised share capital of the Company is £20,000 divided into 15,750 Ordinary Shares of £1.00 each and 4,250 'B' Ordinary Shares of £1.00 each.
 - 5b) The sole right attaching to the 'B' Ordinary Shares shall be a right to receive a distribution in specie from the profits of the Company of the 38,000 Ordinary Shares of £1.00 each held by the Company in the capital of William Dunnet & Company Limited.
 - 5c) For the avoidance of doubt, the 'B' Ordinary Shares shall not entitle the holder thereof to receive notice of or to vote at meetings, to any further income or distribution of any description or to a return of capital on winding up or otherwise and;
 - (B) inserting the following new Article (7) after the existing Article (6) and the Articles subsequent to the new Article (7) be renumbered as appropriate:-

'The Company may purchase its own shares (including any redeemable shares) and make payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits'.

A. D. Sutherland
Director

