

Company number SC011719
PRIVATE COMPANY LIMITED BY SHARES
GALLOWAY & MACLEOD LIMITED

EXTRACT OF RESOLUTION

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following special resolutions were passed by way of written resolution by the members of the Company on 22 April 2011:-

SPECIAL RESOLUTION

That the articles of association of the Company are amended as follows:

1. In Article 2.1 the definition of **"MacLeod Options"** is deleted.
2. In Article 2.1, the definition of **"Shareholding Limit"** is deleted and replaced with the following:

"Shareholding Limit"

means:

- (a) in the case of any member of the Company other than:

- (i) an EBT; or

- (ii) the SIP;

5% of the Ordinary Shares issued by the Company;

- (b) in the case of an EBT or a SIP there is no Shareholding Limit,

for the avoidance of doubt, when determining how many shares a person holds for the purposes of the Shareholder

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Limit, any shares awarded to that person through the SIP that are being held in trust for that person by the trustees of the SIP shall be deemed to be owned directly by that person;

3. Article 31 is deleted and replaced with the following:

31. SHAREHOLDING LIMITS AND THE EBT SHAREHOLDING REQUIREMENT

31.1 The directors shall not register any transfer of shares:

31.1.1 to any member who holds or has a beneficial interest in shares in the Company in excess of his Shareholding Limit;

31.1.2 which would cause a member's Shareholding Limit to be exceeded; or

31.1.3 which, after the date that the EBT holds shares equal to or in excess of the EBT Shareholding Requirement, would cause the number of shares held by the EBT to fall below the EBT Shareholding Requirement.

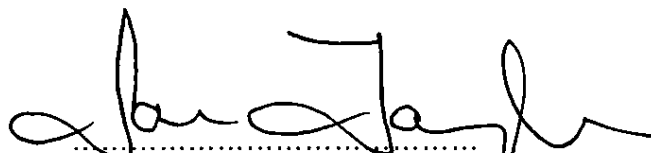
31.2 If any member applies for shares which would cause his Shareholding Limit to be exceeded, such application shall be deemed to be for such number of shares as would result in his holding being equal to his Shareholding Limit.

31.3 If, after the date that the EBT holds shares equal to or in excess of the EBT Shareholding Requirement, any member applies for shares which would cause either directly or indirectly the aggregate number of shares held by the EBT to fall below the EBT Shareholding Requirement, such application shall be deemed to be for such number of shares as would result in the EBT's holding being maintained at a level equal to or in excess of the EBT Shareholding Requirement.

4. Article 38.6.3 is deleted and replaced with the following:

38.6.3 the grant of any option over any shares with the exception of any option granted by or to the trustees of the EBT or the trustees of the SIP.

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'Ian Taylor', written over a dotted line.

Director for Galloway & MacLeod Limited

22/4/11

Date