Registered No: 1692018 **Registered in England & Wales**

THE FOLLOWING WRITTEN RESOLUTIONS OF THE SOLE MEMBER OF Calvert Glover & Co Limited WERE PASSED ON 29 OCTOBER 2009

Special resolutions

1 '**THAT** the Company be wound up voluntarily.'

2 '**THAT,** in accordance with the provisions of the articles of association, the Joint Liquidators be and are hereby authorised to:

(a) Distribute to the sole member of the Company in specie the whole or any part of the assets of the Company.

(b) Value any assets and determine how the distribution shall be carried out to the sole member.

(c) Vest the whole or any part of the assets in trustees upon such trust for the benefit of the sole member as the Joint Liquidators so determine, but the sole member shall not be compelled to accept any asset upon which there is a liability.'

3 '**THAT**, pursuant to section 165(2)(a) of the Insolvency Act 1986, the Joint Liquidators be authorised to exercise any of the powers specified in Part I of Schedule 4 to the said Act.'

Ordinary resolutions

4 '**THAT** Timothy Gerard Walsh and John Bruce Cartwright of PricewaterhouseCoopers LLP, 32 Albyn Place, Aberdeen, AB10 1YL be and are hereby appointed Joint Liquidators of the Company for the purposes of such winding up, and any act required or authorised under any enactment to be done by the Joint Liquidators is to be done by all or any one or more of the persons for the time being holding office.'

5 '**THAT** the Joint Liquidators' fees be fixed by reference to the time properly given by the Joint Liquidators and their staff in attending to matters arising in the winding-up, including those falling outside of statutory duties undertaken at the request of the sole member, such remuneration to be drawn monthly, or at such longer intervals as they may determine.'

6 '**THAT** the Company's books and records be held by the sole member to the order of the Joint Liquidators, and may not be destroyed without the permission of the Liquidator which will not be forthcoming until twelve months after dissolution of the Company.'

7 '**THAT** the Certificate of Appointment of the Joint Liquidators together with both the certificate and advertising copies of the resolutions passed herein, be signed by Alastair Hessett *"for and on behalf of the sole member"*.'

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Alastair Hessett
For and on behalf of the sole member

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