

COMPANY NUMBER 2101229
COMPANY LIMITED BY GUARANTEE
SPECIAL RESOLUTION

of

BALCARRES HERITAGE TRUST LIMITED
(the Company)

Passed 27 March 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 and following receipt of the requisite consent from the Charity Commission under Section 64(2) of the Charities Act 1993, the following special resolution was passed in the form of a written resolution by the members of the Company

SPECIAL RESOLUTION

The Memorandum of Association of the Company be and is hereby amended to include the following addition.

Clause 9 shall be added to provide as follows

- 9 Nothing in this Memorandum and Articles of Association shall authorise an application of the property of the Company for purposes which are not charitable in accordance with any statutory provision regarding the meaning of the word "charitable" or the words "charitable purposes" in force in any part of the United Kingdom



COMPANY NUMBER 2101229
COMPANY LIMITED BY GUARANTEE
WRITTEN RESOLUTION
of
BALCARRES HERITAGE TRUST LIMITED
(the Company)

Circulation Date: 18 March 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the **Resolution**)

SPECIAL RESOLUTION

IT IS RESOLVED THAT:

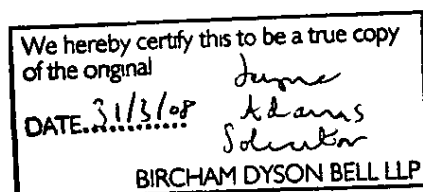
In connection with the statutory requirement for the Company to register with the Office of the Scottish Charity Regulator as a Scottish charity, the Directors of the Company have obtained the requisite consent from the Charity Commission under Section 64(2) of the Charities Act 1993 to amend the Memorandum of Association of the Company in order to comply with the Charities and Trustee Investment (Scotland) Act 2005 and, accordingly, the Memorandum of Association be and is hereby amended to include the following addition

Clause 9 shall be added to provide as follows:

- 9 Nothing in this Memorandum and Articles of Association shall authorise an application of the property of the Company for purposes which are not charitable in accordance with any statutory provision regarding the meaning of the word "charitable" or the words "charitable purposes" in force in any part of the United Kingdom

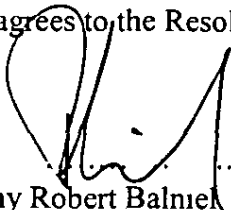
AGREEMENT

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



The undersigned, a person entitled to vote on the Resolution on 18 March 2008, hereby irrevocably agrees to the Resolution

Signed by...



Date 27.3.08

Lord Anthony Robert Balniel

Signed by ...

Date

Robert Alexander Lindsay Earl of Crawford and Balcarres

Signed by .

Date .

Simon Patrick Weil

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

- **Post** returning the signed copy by post to the Company Secretary at 50 Broadway, London SW1H 0BL using the enclosed reply-paid envelope;
- **By Hand** delivering the signed copy to the Company Secretary at the registered office of the Company at 50 Broadway, London SW1H 0BL

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 Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse If you agree to the Resolution, please ensure that your agreement reaches the Company before or during this date

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AGREEMENT

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The undersigned, a person entitled to vote on the Resolution on 18 March 2008, hereby irrevocably agrees to the Resolution

Signed by.. Date
Lord Anthony Robert Balmiel

Signed by ... *Crawford* Date *March 25 08*
Robert Alexander Lindsay ~~Earl~~ of Crawford and Balcarres

Signed by Date
Simon Patrick Weil

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AGREEMENT

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The undersigned, a person entitled to vote on the Resolution on 18 March 2008, hereby irrevocably agrees to the Resolution:

Signed by Date
Lord Anthony Robert Balmiel

Signed by Date
Robert Alexander Lindsay Earl of Crawford and Balcarres

Signed by. *Simon Weil* Date. *19 March 2008*
Simon Patrick Weil

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