

The Companies Act 2006

Company Limited by Shares

Written Resolutions of

F&C Property Limited

FRIDAY



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04/08/2017

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COMPANIES HOUSE

Pursuant to Section 288 of the Companies Act 2006 I, being a member of the company who would, at the date of these resolutions, have been entitled to vote upon them as if they had been proposed at a general meeting at which I was present, vote as follows on the special and ordinary resolutions set out below

Special Resolution

"THAT the company be wound up voluntarily."

☒ FOR / ☐ AGAINST

Ordinary Resolutions

"THAT Derek Neil Hyslop and Colin Peter Dempster of Ernst & Young LLP, Ten George Street, Edinburgh, EH2 2DZ, be and they are hereby appointed Joint Liquidators for the purposes of the winding up."

☒ FOR / ☐ AGAINST

"THAT any act required or authorised to be done by the Joint Liquidators may be done by them jointly or by either of them acting alone."

☒ FOR / ☐ AGAINST

"THAT the company's books and records be held by F&C Asset Management plc to the order of the Joint Liquidators until the expiry of twelve months after the date of dissolution of the company, when they may be disposed of, unless notified otherwise by the (former) Joint Liquidators."

☒ FOR / ☐ AGAINST

"THAT the remuneration of the Joint Liquidators be fixed on the basis of time properly given by them and their staff in attending to matters arising during the winding up of the company plus disbursements and VAT."

☒ FOR / ☐ AGAINST

Special Resolutions

"THAT the Joint Liquidators be authorised to divide all or such part of the assets of the company in specie as they shall think fit amongst the members of the company."

☒ FOR ☐ AGAINST

Signature

McDonald

Duly authorised signatory of F&C Asset Management Holdings Limited

Name of signatory

FOR IAN MCDONALD

Date of signature

27 JULY 2017

F&C Property Limited

Notes to Shareholders to Assist in the Written Resolution Process

The attached sheet sets out the text of all the resolutions that are being proposed by the directors in connection with the solvent winding up of F&C Property Limited.

Please signify in respect of each resolution whether you are voting in favour of it or against it and then sign and date the document where indicated at the foot of the page. The completed document should be returned to Laura McGoldrick, Ten George Street, Edinburgh, EH2 2DZ as quickly as possible and, in any event, no later than 24 August 2017.

Statement required by s.296, Companies Act 2006

A member signifies his agreement to a proposed resolution when the signed resolution, indicating his *agreement*, is received by the company, either in hard copy form or in electronic form. Once a member has signified his agreement to a written resolution it may not be revoked.

A written resolution is passed when the required majority of eligible members have signified their agreement to it. For a special resolution the required majority is not less than 75% of the total voting rights. For an ordinary resolution the required majority is more than 50% of the total voting rights.

The resolutions must be passed by 24 August 2017. Any resolution not passed by this date will lapse.