



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company No. 1827

The Registrar of Companies for Scotland hereby certifies that

SECURITIES TRUST OF SCOTLAND PUBLIC LIMITED COMPANY

having by special resolution changed its name, is now incorporated
under the name of

STOS PLC

Given at Companies House, Edinburgh, the 23rd June 2005



CSC001827M



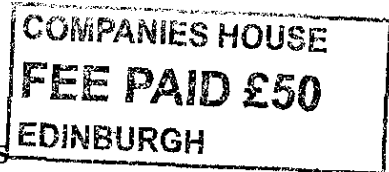
THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

COMPANIES ACT 1985
PUBLIC COMPANY LIMITED BY SHARES
RESOLUTION
OF
SECURITIES TRUST OF SCOTLAND PLC
(the company)
(Registered No. SC001827)
PASSED on 16 June 2005



At an Extraordinary General Meeting of the company, held at Saltire Court, 20 Castle Terrace, Edinburgh EH1 2ES on Thursday, 16 June 2005, the following resolutions were passed as special resolutions.

SPECIAL RESOLUTIONS

1. THAT:
 - (A) with effect from the date on which the Admission of the Reclassified Shares to the Official List becomes effective, but subject always to paragraph (F) of this resolution, each of the ordinary shares of 25p each in the capital of the Company in issue at the date of the passing of this resolution (the "Shares") shall be reclassified as Shares with "A" rights, "B" rights and "C" rights (as the case may be) attached (the "Reclassified Shares") in accordance with the terms of the Scheme set out in Part III of the circular dated 23 May 2005 to the Shareholders of the Company, a copy of which has been laid before the meeting and signed for the purpose of identification by the Chairman (the "Circular");
 - (B) for the purposes of this special resolution:
 - (i) to the extent that any holder of Shares shall have validly elected for (or shall be deemed to have elected for) and under the terms of the Scheme will become entitled to receive cash, such Shares shall be reclassified as Shares with "A" rights;
 - (ii) to the extent that any holder of Shares shall have validly elected for (or shall be deemed to have elected for) and under the terms of the Scheme will become entitled to receive New Securities Trust Shares, such Shares shall be reclassified as Shares with "B" rights;
 - (iii) to the extent that any holder of Shares shall have validly elected for and under the terms of the Scheme will become entitled to receive Lowland Shares, such Shares shall be reclassified as Shares with "C" rights;
 - (C) each of the holders of Shares with "A" rights, "B" rights and "C" rights shall have the respective rights set out in the Articles of Association of the Company as amended by this special resolution;
 - (D) with effect from the date on which the Admission of the Reclassified Shares to the Official List becomes effective, the Articles of Association of the Company be and are hereby amended by deleting Article 165 in its entirety and inserting the following article as Article 165:
 - "(a) The definitions contained in the Company's circular to shareholders dated 23 May 2005 (the "Circular") have the same meanings in this Article 165 save where the context otherwise requires.
 - (b) The rights attaching to the Shares with "A" rights, "B" rights and "C" rights shall be identical, save that on a winding up of the Company in circumstances where the first special resolution contained in the notice of the First EGM, convened for 16

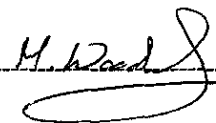
June 2005, has been passed they shall have the following additional rights notwithstanding anything to the contrary in these Articles:

- (i) subject to sub-paragraph (iv) below, the rights of the holders of the Shares with "A" rights in respect of the assets of the Company shall be satisfied by a distribution to such Shareholders of the amount of cash to which they shall respectively be entitled in accordance with the Scheme;
 - (ii) subject to sub-paragraph (iv) below, the rights of the holders of the Shares with "B" rights in respect of the assets of the Company shall be satisfied by the issue to such holders of the numbers of New Securities Trust Shares to which they shall respectively be entitled in accordance with the Scheme;
 - (iii) subject to sub-paragraph (iv) below, the rights of the holders of the Shares with "C" rights in respect of the assets of the Company shall be satisfied by the issue to such holders of the numbers of Lowland Shares to which they shall respectively be entitled in accordance with the Scheme;
 - (iv) the entitlement of any holders of Shares with "A" rights, "B" rights and/or "C" rights to any surplus remaining in the Liquidation Pool shall be as provided in the Scheme.
- (c) Subject to the special rights set out in Article 165(b) above, for all other purposes of these Articles, the Shares with "A" rights, "B" rights and "C" rights shall continue to be ordinary shares and the Articles of Association shall be construed accordingly";
- (E) subject to the fulfilment (or to the extent permitted, earlier waiver) of the conditions set out in paragraph 13 of the Scheme contained in Part III of the Circular:
- (i) notwithstanding anything to the contrary in the Articles, the Scheme (a copy of which has been laid before this meeting and signed by the Chairman for the purpose of identification) be and is hereby approved and the liquidators of the Company, when appointed, (jointly and severally the "Liquidators") be and are hereby authorised to implement the Scheme and to execute any document and do anything for the purpose of carrying the Scheme into effect;
 - (ii) in particular and without prejudice to the generality of sub-paragraph (i) above, the Liquidators, when appointed, be and are hereby authorised and directed, pursuant to section 110 of the Insolvency Act 1986 and/or this resolution and/or the Articles, as amended by this resolution:
 - (a) to enter into and give effect to the Transfer Agreement (in their personal capacity and on behalf of the Company) in the form of the draft produced to the meeting (and signed for the purpose of identification by the Chairman of the meeting) with such non-material amendments thereto as the parties to such agreement may agree;
 - (b) to procure that the New Securities Trust Pool (as defined in the Scheme) be vested in New Securities Trust or its nominees subject to the Transfer Agreement;
 - (c) to procure that the Lowland Pool (as defined in the Scheme) be vested in Lowland or its nominees subject to the Transfer Agreement;

- (d) to convert into cash any assets in the Liquidation Pool and to raise the money to purchase the interests of any members of the Company who shall have validly exercised their rights under section 111(2) of the Insolvency Act 1986 out of the Liquidation Pool (as defined in the Scheme); and
- (e) to realise and distribute the Cash Pool in accordance with the Scheme;
- (E) in the event that the resolution numbered 1 to be proposed at an extraordinary general meeting of the Company to be held on 27 June 2005 as set out in the notice of meeting contained in the Circular is either not put to the meeting (or any adjourned meeting) or is not passed, Article 165 of the Company's Articles as amended by this resolution shall cease to have effect as from the close of that meeting (or any adjourned meeting) and the provisions of the said Article 165 prior to such amendment shall be re-instated, the reclassification of Shares provided for by this resolution shall be reversed and each Reclassified Share shall revert to being a Share ranking, *pari passu* in all respects;
- (G) this special resolution shall operate by way of such further amendments to the Articles as may be necessary to give effect hereto; and
- (H) the terms defined in the Circular shall have the same meanings in this resolution, save where the context otherwise requires."

2. THAT the name of the Company be changed to STOS plc.

Registered office:
Saltire Court
20 Castle Terrace
Edinburgh
EH1 2ES



Director
Martin Currie Investment Management Limited
Company Secretaries
16 June 2005