

No. SC45153



THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE

**SPECIAL RESOLUTION
of
UBERIOR TRUSTEES LIMITED**

Passed 27th November 2006

Pursuant to section 381A of the Companies Act 1989, the following Special Resolution was passed on 27th November 2006, and valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held

Special Resolution

THAT

the provisions of the Articles of Association of the company be altered by

- (a) deleting the following sentence from Article 22

"Two at least of the Directors for the time being shall be Ordinary Directors of the Bank of Scotland"

- (b) deleting Article 25, with the Articles thereafter to be renumbered accordingly.

- (c) deleting existing Article 31 and substituting therefore the following Article

"The directors may appoint one of their number to be the chairman of the board of directors and may at any time remove him from that office Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting "


Secretary