

THE COMPANIES ACTS 1985 AND 1989  
PRIVATE COMPANY LIMITED BY SHARES  
EXTRACT RESOLUTIONS OF THE MEMBERS OF  
EDINBURGH SOLICITORS' PROPERTY CENTRE LIMITED ("**the Company**")

Company Number: SC48530

At an Extraordinary General Meeting of the Company held on Friday 17<sup>th</sup> January 2003, the following resolutions were passed as Special Resolutions:-

1 "THAT the Articles of Association be altered in the following way:-

1.1 By addition of the following definitions to article 1:-

"Advisory Panel" means a committee established in accordance with article 31.

"Societies" means the Society of Writers to Her Majesty's Signet and the Society of Solicitors in the Supreme Courts of Scotland."

1.2 By the deletion of article 2 and its substitution with the following:-

"The members of the company shall be the following:-

(a) the Deputy Keeper of Her Majesty's Signet ex officio

(b) the Clerk to the Society of Writers to Her Majesty's Signet ex officio

(c) the President of the Society of Solicitors in the Supreme Courts of Scotland ex officio

(d) the Secretary to the Society of Solicitors in the Supreme Courts of Scotland ex officio

(e) each of the directors of the company ex officio

and any person becoming a member of the company ex officio under the foregoing provisions shall become a member of the company upon assuming the relevant office (or, if later, upon the adoption of this article into the articles of association of the company) and shall automatically cease to be a member of the company upon ceasing to hold the relevant office."

1.3 By the deletion of article 3 and its substitution with the following:-

"Any person who was a member of the company prior to the adoption of this article into the articles of association of the company and who does not remain a member ex officio under the provisions of article 2 of these articles shall cease to be a member of the company upon the adoption of this article into the articles of association of the company."

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- 1.4 By the deletion of article 6 and its substitution with the following:-

"Any two members may, whenever they think fit, convene an extraordinary general meeting by sending notice thereof to the other members in accordance with article 7."

- 1.5 By the deletion of paragraphs (a) and (b) of article 7 and their substitution with the following:-

"by all the members entitled to attend and vote at the meeting."

- 1.6 By the deletion, in article 10, of the words " ; save as herein otherwise provided..." to the end of that article and their substitution with:-

" . A quorum of members shall comprise not less than six, including not less than three of the members referred to in paragraphs (a), (b), (c) and (d) of article 2 of these articles or their representative proxies, and not less than three of the members referred to in paragraph (e) of article 2 of these articles or their representative proxies."

- 1.7 By the deletion of article 11 and its substitution with the following:-

"If within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall be dissolved. If a quorum of members ceases to be present at a meeting, the meeting shall thereupon be dissolved but such dissolution shall not affect the validity of any business transacted at the meeting prior to such dissolution."

- 1.8 By the deletion of article 30 and its substitution with the following:-

"The number of directors shall be not more than six. The Society of Writers to Her Majesty's Signet shall be entitled to nominate not more than four directors and the Society of Solicitors in the Supreme Courts of Scotland shall be entitled to nominate not more than two directors. Before making any such nomination, the relevant Society shall give consideration to any written recommendations regarding the nomination which have been made to the relevant Society by the chairman of the Advisory Panel."

- 1.9 By the deletion of article 31 and its substitution with the following:-

"The members may, by special resolution, establish a committee, known as the Advisory Panel, for the purpose of providing advice and recommendations to the Societies on the nomination of directors. Any such special resolution may determine the composition of the Advisory Panel (or the means by which such composition is to be determined) and its procedures. The members may also, by special resolution, amend the composition or procedures of or dissolve the Advisory Panel."

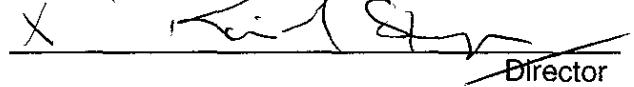
- 1.10 By the deletion of articles 59 and 60.

2 THAT, subject to the passing of Resolution No 1 above as a Special Resolution:-

- 2.1 a committee to be known as the Advisory Panel be established in accordance with article 31 of the Articles of Association as altered pursuant to the passing of Resolution No 1 above as a Special Resolution;

- 2.2 the Edinburgh Solicitors' Property Centre Limited Advisory Panel Rules ("**the Rules**"), a copy of which is produced to the meeting and signed by the Chairman for the purposes of identification, be approved and adopted as the rules and procedures of the Advisory Panel; and
- 2.3 the members of the Advisory Panel shall be those individuals appointed and to be appointed in accordance with Rule 3 of the Rules."

CERTIFIED A TRUE EXTRACT FROM THE MINUTES OF THE COMPANY.

X   
Director