

Company Number: SC97757

THE COMPANIES ACTS 1985 & 1989
PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
OF
AITKEN CAMPBELL & COMPANY LIMITED

Passed on 16 May, 2002

At an Annual General Meeting of the above-named Company duly convened and held at Crosby Court, 38 Bishopsgate, London EC2N 4AF on 16 May, 2002 the resolution numbered (1) was duly passed as a SPECIAL RESOLUTION and the resolutions numbered (3), (4) and (5) were duly passed as ELECTIVE RESOLUTIONS:

SPECIAL RESOLUTION

- (1) THAT the regulations contained in the document submitted to the meeting and for the purposes of identification signed by the Chairman thereof be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.

ELECTIVE RESOLUTIONS

- (2) THAT pursuant to and in accordance with section 252(1) Companies Act 1985 the Company dispense with the laying of accounts and reports before the Company in general meeting in respect of all subsequent financial years of the Company;
- (3) THAT pursuant to and in accordance with section 366A(1) Companies Act 1985 the Company dispense with the holding of annual general meetings; and
- (4) THAT pursuant to and in accordance with section 386 Companies Act 1985 the company dispense with the obligation to appoint auditors annually.

..Rochelle A. Bays.....
Chairman



AITKEN CAMPBELL & COMPANY LIMITED
("the Company")

MINUTES of the Annual General Meeting of the Company held at Crosby Court, 38 Bishopsgate, London EC2N 4AF on 16 May 2002 at 1pm.

PRESENT: Mr. Timothy Pinnington, Ms. Rochelle Bays, Mr. Jeff Duvar, Mr. Geoff Cossey, Mr. Archibald McSporran, Mr. Brian Trainor, Ms. Elizabeth Niklas, Ms. Jane Bilcock, and Mr. Jeremy Flindall.

- 1 **IT WAS RESOLVED** that Rochelle Bays be appointed Chairman of the Meeting.
- 2 **IT WAS RESOLVED** that the Notice convening the Meeting be taken as read.
- 3 **RESOLVED** the Resolutions set out in the Notice of the Meeting.
- 4 There being no further business the Meeting was concluded.

Rochelle A. Bays
Chairman

AITKEN CAMPBELL & COMPANY LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Tel: 01296 317 600

Pin: 927377#

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the above-named company will be held at Crosby Court, 38 Bishopsgate, London EC2N 4AF on 16 May 2002 at 1pm for the purpose of considering and if thought fit, passing the resolutions numbered (1) and (2) as Ordinary Resolutions, the resolution numbered (3) as a Special Resolution and the resolutions numbered (4), (5) and (6) as Elective Resolutions:

Ordinary Business:

RESOLUTION 1:

To receive the Reports of the Directors, Auditors and Accounts of the Company for the year ended 31 December 2001 [tab 1].

RESOLUTION 2:

To re-appoint PricewaterhouseCoopers as auditors of the Company at a fee to be agreed between the firm and the Directors.

Special Business:

RESOLUTION 3:

That the regulations contained in the document submitted to the meeting [tab 2] and for the purpose of identification signed by the Chairman thereof be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association thereof.

RESOLUTION 4:

That pursuant to and in accordance with section 252(1) Companies Act 1985 the Company dispense with the laying of accounts and reports before the Company in general meeting in respect of all subsequent financial years of the Company.

RESOLUTION 5:

That pursuant to and in accordance with section 366A(1) Companies Act 1985 the Company dispense with the holding of annual general meetings.

RESOLUTION 6:

That pursuant to and in accordance with section 386 Companies Act 1985 the Company dispenses with the obligation to appoint auditors annually.

Dated 11 April, 2002

By Order of the Board



Secretary

Registered Office:
Abbey House
2nd Floor, 10 Bothwell Street
Glasgow
G2 6NT

Note: A member who is entitled to attend and vote at the meeting convened by the above Notice is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a Member of the Company.