

**Company Number SC98767**

**THE COMPANIES ACT 1985**  
**SPECIAL RESOLUTIONS**  
**OF**  
**ALLIANCE TRUST SAVINGS LIMITED**



**Passed**

By the unanimous written resolution of all of the Members of Alliance Trust Savings Limited on 12 September 2005 the following Special Resolutions were passed:

1. That the following new Article 1(A) be adopted:
  - "1A (i) In these Articles the term 'in writing' shall mean written, printed or produced by any substitute for writing or printing or partly one and partly another including electronic communication the words 'communication' and 'electronic communication' having the meanings respectively ascribed to them in the Electronic Communications Act 2000 the latter including without limitation email, facsimile, CD-ROM, audio tape and telephone transmission and the expression 'address' shall include in relation to electronic communications any number or address used for the purposes of such communications.
  - (ii) In these Articles where a notice or resolution requires to be signed such signature may also be by way of an electronic signature the words 'electronic signature' having the meaning ascribed to them in the Electronic Communications Act 2000."
2. That Article 20 of the Articles of Association of the Company be substituted by the following new Article 20:

"20. The Directors shall be deemed to meet together if, being in separate locations, they are nonetheless linked by conference telephone or other communication equipment which allows those participating to hear and speak to each other, and a quorum in that event shall be two Directors so linked. Such a meeting shall be deemed to take place where the largest group of Directors participating is assembled or, if there is no such group, where the Chairman of the meeting then is."
3. That Articles 23 and 24 of the Articles of Association of the Company be substituted by the following new Articles 23 and 24.
  - "23 (a) Subject to the provisions of and so far as may be permitted by and consistent with the Act, the CREST Regulations and every other statute for the time being in force concerning companies (hereinafter referred to as 'the Statutes'), every Director, Secretary or other officer of the Company shall be indemnified by the Company out of its own funds against (a) any liability incurred by or attaching to him in connection with any negligence, default, breach of duty or breach

of trust by him in relation to the Company other than (i) any liability to the Company or any associated company (as defined in Section 309A(6) of the Act) and (ii) any liability of the kind referred to in Sections 309B(3) or (4) of the Act; and (b) any other liability incurred by or attaching to him in the actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office. Where a Director, Secretary or other officer is indemnified against any liability in accordance with this Article 23(a), such indemnity shall extend to all costs, charges, losses, expenses and liabilities incurred by him in relation thereto.

- (b) Without prejudice to paragraph 23(a) above the Directors shall have power to purchase and maintain insurance for or for the benefit of any person who is or was at any time a Director, Secretary or other officer of any Relevant Company (as defined in paragraph 23(c) below) or who is or was at any time a trustee of any pension fund or employees' share scheme in which employees of any Relevant Company are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by or attaching to him in respect of any act or omission in the actual or purported execution and/or discharge of his duties and/or in the exercise or purported exercise of his powers and/or otherwise in relation to his duties, powers or offices in relation to any Relevant Company, or any such pension fund or employees' share scheme (and all costs, charges, losses, expenses and liabilities incurred by him in relation thereto). For the purposes of this paragraph, no person appointed or employed by the Company as an auditor is an officer of the Company.
- (c) For the purpose of paragraph 23(b) above "**Relevant Company**" shall mean the Company, any holding company of the Company or any other body, whether or not incorporated, in which the Company or such holding company or any of the predecessors of the Company or of such holding company has or had any interest whether direct or indirect or which is in any way allied to or associated with the Company, or any subsidiary undertaking of the Company or of such other body.

24. Subject to the provisions of and so far as may be permitted by the Statutes, the Company (i) may provide a Director, Secretary or other officer with funds to meet expenditure incurred or to be incurred by him in defending any criminal or civil proceedings or in connection with any application under the provisions mentioned in Section 337A(2) of the Act and (ii) may do anything to enable a Director, Secretary or other officer to avoid incurring such expenditure, but so that the terms set out in Section 337A(4) of the Act shall apply to any such provision of funds or other things done."

*Certified a true extract or copy*  
*Ian Goddard*

Ian Goddard  
Company Secretary

16.09.05