

Company Number SC113610

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF THE MEMBERS
of
ALEXANDER DUTHIE & SONS LIMITED
(the **Company**)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the **Act**), the directors of the Company propose that the following resolution (**Resolution**) be passed as an ordinary resolution as if passed by the Company in a General Meeting, namely:-

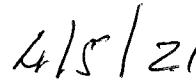
Ordinary Resolution

THAT the existing 50 A Ordinary Shares of £1.00 each in the issued share capital of the Company be redesigned and reclassified as 50 B Ordinary Shares of £1.00 each ranking in all respects with each other and all shares of each class, and having the rights and restrictions set out in the new Articles of Association as hereinafter referred to.

The undersigned, being the persons entitled on the date of circulation of the Resolution to vote on the Resolution, hereby irrevocably agree to the Resolution:



Alexander Duthie



Date



Richard Duthie



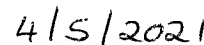
Date

Sharon Duthie

Date



Gail Duthie



Date



NOTES:

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

By Hand: delivering the signed copy to the Company at 2 St Andrew Street, Peterhead, Aberdeenshire, AB42 1DS.

Post: returning the signed copy by post to the Company at 2 St Andrew Street, Peterhead, Aberdeenshire, AB42 1DS.

If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. Unless within 28 days of the date of circulation of this Resolution, sufficient agreement has been received for the Resolution to pass, they will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.