

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
D.F. WISHART & COMPANY LIMITED
(No. SC160012)

WRITTEN RESOLUTIONS

By written resolutions of the sole member of the above Company in accordance with Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions were passed as ordinary resolutions on 26 May 2011:-

- (1) "For the purposes of Section 175 of the Companies Act 2006 ("S.175"), the directors, in accordance with S.175(5)(a), shall have the power to authorise any matter proposed to them which would, if not so authorised, involve a breach of the duty of a director under S.175 to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company; and
- (2) Each director of the Company is hereby authorised to act as a director of any other company within the Company's group (as defined in section 474 of the Companies Act 2006) and to vote on business to be transacted with any such other company, notwithstanding that his acting in such a capacity might otherwise be considered to give rise to a breach of S.175 or any other duty applicable to directors under the Companies Act 2006."



.....
Secretary

