

**WRITTEN RECORD OF THE DECISIONS OF THE SOLE MEMBER  
OF**

**G U HOLDINGS LIMITED  
(Registered Number SC176354)  
(the "Company")**



*Sam*

We, the undersigned, being the sole member of the Company, pursuant to Section 382(B) of the Companies Act 1985 (as amended) hereby record the approval and adoption of the following Resolutions:-

1. On 9 April 1999:-

- (a) "That the existing authorised share capital of the Company be and is hereby increased from £150,000 to £250,000 divided into 150,000 Ordinary Shares of £1.00 each and 100,000 Cumulative Redeemable Preference Shares of £1.00 each by the creation of 100,000 Cumulative Redeemable Preference Shares of £1.00 each, each having the rights and privileges and being subject to the restrictions contained in the Articles of Association of the Company adopted by paragraph (b) of this Resolution 1."
- (b) "That the existing Articles of Association of the Company are cancelled and the Articles of Association, a print of which is attached hereto, are adopted as the Articles of Association of the Company."
- (c) "That, for the purposes of Section 80 of the Companies Act 1985 (as amended), in substitution for any existing authority, the Directors are authorised generally and unconditionally to allot up to a maximum of £150,000 in nominal amount of relevant securities of the Company at any time or times from the date hereof until the date occurring five years after such date."

2. On 21 June 1999:-

- (a) "That the existing authorised share capital of the Company be and is hereby increased from £250,000 to £450,000 divided into 150,000 Ordinary Shares of £1.00 each and 300,000 Cumulative Redeemable Preference Shares of £1.00 each by the creation of 200,000 Cumulative Redeemable Preference Shares of £1.00 each, each having the

rights and privileges and being subject to the restrictions contained in the Articles of Association of the Company adopted on 9 April 1999"

- (b) "That, for the purposes of Section 80 of the Companies Act 1985 (as amended), in substitution for any existing authority, the Directors are authorised generally and unconditionally to allot up to a maximum of £350,000 in nominal amount of relevant securities of the Company at any time or times from the date hereof until the date occurring five years after such date."

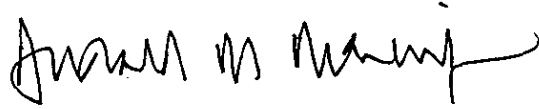
3. On 20 September 1999:-

- (a) "That the existing authorised share capital of the Company be and is hereby increased from £450,000 to £565,000 divided into 150,000 Ordinary Shares of £1.00 each and 415,000 Cumulative Redeemable Preference Shares of £1.00 each by the creation of 115,000 Cumulative Redeemable Preference Shares of £1.00 each, each having the rights and privileges and being subject to the restrictions contained in the Articles of Association of the Company adopted on 9 April 1999"
- (b) "That, for the purposes of Section 80 of the Companies Act 1985 (as amended), in substitution for any existing authority, the Directors are authorised generally and unconditionally to allot up to a maximum of £465,000 in nominal amount of relevant securities of the Company at any time or times from the date hereof until the date occurring five years after such date."

4. On 30 July 2001:-

- (a) "That the existing authorised share capital of the Company be and is hereby increased from £565,000 to £580,000 divided into 150,000 Ordinary Shares of £1.00 each and 430,000 Cumulative Redeemable Preference Shares of £1.00 each by the creation of 15,000 Cumulative Redeemable Preference Shares of £1.00 each, each having the rights and privileges and being subject to the restrictions contained in the Articles of Association of the Company adopted on 9 April 1999"
- (b) "That, for the purposes of Section 80 of the Companies Act 1985 (as amended), in substitution for any existing authority, the Directors are authorised generally and unconditionally to allot up to a maximum of £65,506 in nominal amount of relevant

securities of the Company at any time or times from the date hereof until the date occurring five years after such date."



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The University Court of the University of Glasgow  
Sole Member

22 April 2002

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Date