

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

MACKAYS OF DINGWALL LIMITED

(Registered Number: SC177001)

WRITTEN SPECIAL RESOLUTION

By Written Resolution of the members of the above Company in accordance with Chapter 2 of Part 13 of the Companies Act 2006, the following Resolution was passed as a Special Resolution on 13th May 2013:

"That the Articles of Association of the Company be amended as follows:

- i. The words "with the exception of Regulations 24, 40, 64, 73 to 81 (inclusive), 101 and 118 of Table A" where they appear in Article 1 be deleted and replaced with the words "with the exception of Regulations 24, 40, 50, 64, 73 to 81 (inclusive), 98, 101 and 118 of Table A".
- ii. The words "except for a Permitted Transfer" be inserted after the words "fully paid share" where they appear at the end of Article 8.1.
- iii. Article 8.3 (A)(ii) be deleted.
- iv. Article 17 (e) be deleted and be replaced with the following new article:

"if he is removed from office pursuant to Article 24 or Article 25"
- v. Article 17(f) be deleted.
- vi. The following new article to be inserted after Article 20:

"Article 20A Regulation 88 of Table A is hereby modified by the deletion of the words "In the case of an equality of votes, the chairman shall have a second or casting vote.""
- vii. The following new article to be inserted after Article 24:

"Article 25 The holder, or joint holders of not less than 50 per cent in nominal value of the issued shares of the Company, may at any time appoint any one person to be a

FRIDAY



S28JFBAJ

SCT

17/05/2013

#158

COMPANIES HOUSE

Director and at any time remove any such person from office as a Director and appoint another person in his place. Any such appointment or removal shall be in writing served on the Company and signed by the holder, or joint holders of not less than 50 per cent in nominal value of the issued shares of the Company."


.....
~~Director~~/Secretary