

LOCH DUART LIMITED
COMPANY NO. SC195923

By Written Special Resolution dated 16 February 2000 pursuant to Section 381A of the Companies Act 1985 (as amended) duly passed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings the following Special Resolutions were duly passed:-

1. MEMORANDUM OF ASSOCIATION

- (i) Add in Clause III (i) (a) the words "including shell fish" after "every kind";
- (ii) Add at the end of Clause III (10) the words ;"Provided always that the foregoing are resolved by the Directors acting in good faith to be for the benefit of the Company and its Shareholders";
- (iii) In Clause III (19) delete the words "Great Britain" and substitute "United Kingdom";
- (iv) In Clause III (20) add the word ", widowers" after the word "widows".
- (v) In Clause V delete the second sentence.

2. ARTICLES OF ASSOCIATION

To adopt the annexed Articles of Association in substitution for the existing Articles of Association.

3. GENERAL

Notwithstanding the terms of the resolutions passed on 23rd August 1999 the authority of the Directors to allot 38,094 A Ordinary Shares of £1 at a



cost of £200,000 to the Trustees of Major J C and Dr E J Balfour's Marriage Contract Trust the same may be allotted as previously resolved to any relative or person associated with and including Dr Elizabeth Jean Balfour CBE.


SECRETARY

16 February 2000