

ALBANY VENTURE MANAGERS (HOLDINGS) LIMITED

(Registered No. SC207268)

Companies Act 1985

WRITTEN RESOLUTION OF SHAREHOLDERS

We, the undersigned, being all the members of the Company who at the date of this Resolution would be entitled to attend and vote at General Meetings of the Company HEREBY RESOLVE that the following Resolution be passed as a Special Resolution and agree that the said Resolution shall, for all purposes, be as valid and effective as if the same had been passed by us at a General Meeting of the Company duly convened and held:

SPECIAL RESOLUTION

"THAT

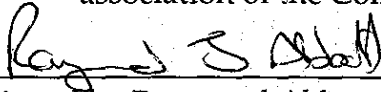
- (a) the authorised share capital of the Company be and is hereby increased to £171,001 by the creation of 170,000 Preference Shares of £1.00 and one A Share of £1.00, each having the rights and subject to the restrictions set out in the articles of association of the Company to be adopted in terms of paragraph (d) of the resolution set out below;
- (b) in substitution for any existing power under section 80 of the Companies Act 1985 (as amended) (the "Act"), but without prejudice to the exercise of any such authority prior to the date hereof, the Directors be and are hereby generally and unconditionally authorised in accordance with section 80 of the Act to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of the Act) up to an aggregate nominal amount of £170,001 such authority to expire five years from the date hereof but so that such authority shall allow the Company to make offers or agreements before the expiry of such authority which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offers or agreements as if the power conferred hereby had not expired;
- (c) in substitution for any existing power under section 95 of the Act, the Directors be and are hereby generally and unconditionally empowered pursuant to section 95 of the Act, to allot equity securities (as defined in section 94(2) of the Act) for cash pursuant to the above authority given in accordance with section 80 of the Act as if section 89(1) of the Act did not apply to the allotment such power to expire five years from the date hereof but so that such power shall allow the Company to make offers or agreements before the expiry of this power which would or might require equity securities to be allotted after such expiry and the



SCT SMO07287 1334
 COMPANIES HOUSE 10/07/01
 COMPANIES HOUSE 05/07/01

Directors may allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired; and

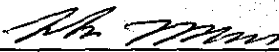
- (d) the regulations contained in the attached document be and are hereby approved and adopted as the articles of association of the Company and in substitution for and to the exclusion of all existing articles of association of the Company."



Signed by Raymond Abbott
at ~~LONDON~~ on 30 MAY
2001



Signed by Iain Christie
at ~~Edinburgh~~ on 31st MAY
2001



Signed by John Morrison
at ~~EDINBURGH~~
on 31st of May
2001



Signed by Alan Watt
at ~~EDINBURGH~~
on 31st of May
2001