

NEW SCOTTISH COURAGE LIMITED
(the "Company")

**Written Resolutions
of the Shareholders of the Company**

We, the undersigned, hereby resolve pursuant to Section 381A of the Companies Act 1985 (as amended) as follows:

Ordinary Resolutions

- 1.1 THAT the authorised share capital of the Company be increased from £1,000 to £537,152,501 by the creation of 537,151,501 new ordinary shares of £1 each, each new share having the privileges, rights and restrictions attached to such share by the Articles of Association of the Company.
- 1.2 THAT pursuant to the provisions of Section 80 of the Companies Act 1985, the Directors are generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities as defined by such section provided that:
- 1.3 the maximum amount of such securities which may be allotted under this authority (within the meaning of that section) is 537,152,500; and
- 1.4 this authority shall, unless it is (prior to expiry) duly revoked or varied or is renewed, expire on the fifth anniversary of the date hereof, save that the Company may, before such expiry, make an offer or agreement which will or may require relevant securities to be allotted after such expiry.

The above resolutions were passed as Written Resolutions pursuant to Section 381A of the Companies Act 1985 (as amended) on the date shown above (being the date the last signature was affixed), the signatories being all the members of the Company who at the date of the resolutions were entitled to attend and vote at a general meeting of the Company.

SIGNED for and on behalf of Scottish & Newcastle
plc:

Name: Date: 20th March 2006



*Certified a true copy of
the original
M. G. G.
COMPANY SECRETARY
NEW SCOTTISH COURAGE LIMITED*