

**PRIVATE COMPANY LIMITED BY SHARES**

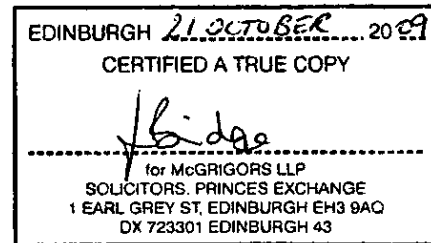
**WRITTEN RESOLUTIONS**

of

**BEN EVER ESTATES LIMITED (the "Company")**

**(Registered in Scotland under company number SC247753)**

**Circulation Date: 13<sup>th</sup> October 2009**



We, the undersigned, being the sole member of the Company entitled to vote on the following resolutions on the Circulation Date, hereby agree to the following special resolutions in accordance with Chapter 2 of Part 13 of the Companies Act 2006.

**Special Resolution 1**

"THAT the Articles of Association of the Company be and are hereby amended by the deletion of existing Article 6.1 and the insertion of the following new Article 6.1 in its place:

**"6.1 TRANSFER OF SHARES**

Notwithstanding any other provision of these Articles, the Directors shall not be entitled to decline to register the transfer of any Share by a Shareholder to BoS (or its nominee) or to any member of the BoS Group (or its nominee)".

**Special Resolution 2**

"THAT the Articles of Association of the Company be and are hereby amended by the addition of a new Article 6.2 as follows:

**"6.2 LIEN**

Notwithstanding any other provision of these Articles, Articles 8 to 11 (inclusive) of Table A shall not apply to any Share transferred in security to BoS (or its nominee) or to any member of the BoS Group (or its nominee)".

We, the undersigned, being the sole member entitled to vote on the above Resolutions on the Circulation Date hereby signify our agreement to the proposed Special Resolutions in accordance with Section 296 of the Companies Act 2006.

.....  
Director of Bonnytown Estates Limited

Date of agreement to resolutions: 13 OCTOBER 2009

WEDNESDAY



SCT 21/10/2009 1428  
COMPANIES HOUSE