

THE COMPANIES ACTS 1985 & 2006

COMPANY LIMITED BY SHARES

CHAMELEON TRUST PLC (SC269598)

THURSDAY



SCT 02/10/2008 1187
COMPANIES HOUSE

At a General Meeting of the above Company duly convened and held at Saltire Court, 20 Castle Terrace, Edinburgh EH1 2EN on the 29th day of September 2008, the following Resolutions were passed as special business.

SPECIAL RESOLUTIONS

1 THAT

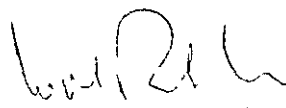
- (A) in the event that the conditions (other than the passing of the special resolutions to be considered at this meeting) (the **Conditions**) set out in paragraph 8 of the Scheme contained in Part 3 of the circular dated 2 September 2008, a copy of which has been laid before this meeting and signed by the Chairman thereof (the Circular), have not been fulfilled (in each case prior to the passing of this special resolution), the meeting shall be adjourned sine die but otherwise that
- (i) the Company be and is hereby wound up voluntarily under the provisions of the Insolvency Act 1986 and that Laura Waters and Bruce Cartwright, both of PricewaterhouseCoopers, Plumtree Court London EC4A 4HT, be and they are hereby appointed joint liquidators (the **Liquidators**) for the purposes of such winding up and any power conferred on them by law, the Articles of Association of the Company or by resolution may be exercised by them jointly or by each of them alone,
- (ii) the remuneration of the Liquidators be determined by reference to the time properly given by them and their staff in attending to matters prior to and during the winding up and they be and are hereby authorised to draw such remuneration monthly or at such longer intervals as they may determine and to pay any expenses properly incurred by them,

- (iii) the Company's books and records be held by Revera Asset Management Limited to the order of the Liquidators until the expiry of 12 months after the date of dissolution of the Company, when they may be disposed of, save for financial and trading records which shall be kept for a minimum of six years from the date of dissolution of the Company

- (B) the terms defined in the Circular have the same meanings in this resolution, save where the context otherwise requires

2 THAT

- (A) subject to the passing of the special resolution numbered 1 set out in the notice convening a general meeting of the Company to be held on 29 September 2008 (**Special Resolution No 1**) and to the conditions referred to in Special Resolution No 1 having been fulfilled in accordance with its terms, the Liquidators be and are hereby authorised:
 - (i) pursuant to section 165 of the Insolvency Act 1986, to exercise such powers set out in Part 1 of Schedule 4 to that Act as may be necessary or desirable in their judgement to give effect to the Scheme, and
 - (ii) to divide among the members in specie the whole or any part of the assets of the Company in accordance with the Scheme and they may, for that purpose, value any assets and determine how the division shall be carried out as between the members or different class of members. The Liquidators may vest the whole or any part of the assets of the Company in trustees upon such trusts for the benefit of, *inter alia*, the members as they may determine, but no member shall be compelled to accept any assets upon which there is a liability; and
 - (iii) the terms defined in the Circular have the same meanings in this resolution, save where the context otherwise requires



Chairman

Chameleon Trust Plc