Company No: SC327090

THE COMPANIES ACTS 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

BUCCLEUCH PROPERTY (SHERIFFHALL SOUTH) LIMITED

("the Company")

MONDAY

S6AVL8YZ
SCT 17/07/2017 #158
COMPANIES HOUSE

31 March 2017

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as a special resolution ("**Written Resolution**") by the members of the Company.

SPECIAL RESOLUTION

"the members agree to the company not undergoing an audit for the financial year ended 31 October 2016 in accordance with the audit exemption rules of section 479A Companies Act 2006. The company has received confirmation from The MDS Estates Ltd, the ultimate parent undertaking of the company, that it will provide the requisite guarantee under section 479C Companies Act 2006."

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution.

We, Tarras Park Properties Ltd, a member of the Company entitled to vote on the Resolution on 31 March 2017, hereby irrevocably agree to the Resolution:

Director, for and on behalf of Tarras Park Properties Ltd ....

Date ....

The Duke of Buccleuch and Queensberry KBE, Trustee of The Buccleuch Estates Limited Small Self-Administered Pension Scheme	....
Date	....
The Duchess of Buccleuch and Queensberry, Trustee of The Buccleuch Estates Limited Small Self-Administered Pension Scheme	....
Date	....
Lord Damian Scott, Trustee of The Buccleuch Estates Small Self-Administered Pension Scheme	....
Date	....
Lord John Scott, Trustee of The Buccleuch Estates Small Self-Administered Pension Scheme	....
Date	....
The Rt. Hon The Earl of Dalkeith, Trustee of The Buccleuch Estates Limited Small Self-Administered Pension Scheme	....
Date	....

NOTES

1. If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

   - **By Hand**: delivering the signed copy to Buccleuch Property, 27 Silvermills Court, Henderson Place Lane, Edinburgh, EH3 5DG;

   - **Post**: returning the signed copy by post to Buccleuch Property, 27 Silvermills Court, Henderson Place Lane, Edinburgh, EH3 5DG;

   If you do not agree to the resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the resolution, you may not revoke your agreement.

3. Unless, by 21 April 2017, sufficient agreement has been received for the resolution to pass, it will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or on this date.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

PRIVATE COMPANY LIMITED BY SHARES
BUCCLEUCH PROPERTY (SHERIFFHALL SOUTH) LIMITED
COMPANY NUMBER SC327090

Minutes of a meeting of the board of directors of Buccleuch Property (Sheriffhall South) Limited (the "**Company**") held on 31 March 2017.

PRESENT:	NAME	POSITION
	David Peck	Director
	Alexander Smith	Director
	Nick Waugh	Director

1. Chairman

David Peck was appointed chairman of the meeting.

2. Notice and quorum

The chairman reported that due notice of the meeting had been given and that a quorum was present. Accordingly, the chairman declared the meeting open.

3. Declarations of interest

3.1 Each director present confirmed that they had no direct or indirect interest in any way in the proposed transaction to be considered at the meeting which they were required by section 177 of the Companies Act 2006 and the Company's articles of association to disclose.

3.2 It was noted that pursuant to the Company's articles of association, a director may vote and form part of the quorum in relation to any proposed transaction or arrangement in which they are interested, subject to any restrictions imposed under the Company's articles of association.

4. Audit exemption

4.1 The Board received and considered –

- Form AA06 – the statement from the parent undertaking that it guarantees the subsidiary under section 479C of the Companies Act 2006 with respect to Buccleuch Property (Sheriffhall South) Ltd.

4.2 After careful consideration it was resolved that:

- All members of the subsidiary company Buccleuch Property (Sheriffhall South) Ltd agree to the audit exemption in accordance with section 479a (audit exemption) for the year to 31 October 2016,

- That Form AA06 be approved, and

- That any director be authorised to sign the form AA06 on behalf of Buccleuch Property (Sheriffhall South) Ltd

5. Close

There being no further business the chairman declared the meeting closed.

....
Chairman

....
31 March 2017