

Company Number: 00637019

SATURDAY



PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

MOTORWAY SERVICES LIMITED

On 2nd September 2009 the following written resolution was passed as a special resolution by the requisite majority of eligible members 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 amended by the insertion of the following wording as a new Article 15A

"15A

15A 1 For the purposes of section 175 of the Companies Act 2006, the members (and not the directors) shall have the power to authorise, by resolution and in accordance with the provisions of these Articles, any matter or situation proposed to them by a director which would, if not so authorised, involve a breach of duty by a director under section 175 of the Companies Act 2006 to avoid conflicts of interest (a **Conflict**) Any authorisation of a matter or situation under this Article may extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised

15A 2 The relevant director seeking authorisation of the Conflict (the **Interested Director**) must provide the members with such details as are necessary for the members to decide whether or not to authorise the Conflict, together with such additional information as may be requested by the members

- 15A 3 Any authorisation by the members of a Conflict may (whether at the time of giving the authorisation or subsequently)
- (a) impose upon the Interested Director such terms for the purposes of dealing with the Conflict as the members think fit,
 - (b) provide that, where the Interested Director obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a director of the Company) information that is confidential to a third party, he will not be obliged to disclose that information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence, and
 - (c) permit the Interested Director to absent himself from the discussion of matters relating to the Conflict at any meeting of the directors and be excused from reviewing papers prepared by, or for, the directors to the extent they relate to such matters
- 15A 4 The Interested Director will be obliged to conduct himself in accordance with any terms imposed by the members in relation to the Conflict
- 15A 5 The members may revoke or vary such authorisation at any time but this will not affect anything done by the Interested Director prior to such revocation or variation in accordance with the terms of such authorisation
- 15A 6 A director, notwithstanding his office, may be a director or other officer of, employed by, or otherwise interested (including by the holding of shares) in, the shareholder who appointed him as a director of the Company, or any other member of such shareholder's Permitted Group, and no authorisation under Article 15A 1 shall be necessary in respect of any such interest. A director holding such a position or having such an interest as is envisaged by this Article 15A 6 and who obtains, or has obtained (through him holding such a position or having such an interest and otherwise than through his position as a director of the Company) information that is confidential to a third party, shall not be obliged to disclose that information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence
- 15A 7 Any director shall be entitled from time to time to disclose to the shareholder who appointed him such information concerning the business and affairs of the Company as he shall at his discretion see fit

15A 8 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the members in accordance with this Article (subject in each case to any terms and conditions attaching to that authorisation) or is authorised pursuant to Article 15A 6 and no contract shall be liable to be avoided on such grounds

15A 9 In this Article 15A the following definitions shall apply

"Permitted Group" in relation to a company (wherever incorporated), any wholly-owned subsidiary of that company, any company of which it is a Subsidiary (its holding company) and any other Subsidiaries of any such holding company, and each company in a Permitted Group is a member of the Permitted Group Unless the context otherwise requires, the application of the definition of Permitted Group to any company at any time will apply to the company as it is at that time, and

"Subsidiary" in relation to a company wherever incorporated (a holding company) means "subsidiary" as defined in section 1159 of the Companies Act 2006 and any other company which itself is a subsidiary (as so defined) of a company which is itself a subsidiary of such holding company Unless the context requires otherwise, the application of the definition of Subsidiary to any company at any time shall apply to the company as it is at that time "



Company Secretary