

**The Companies Act 1985**

**Company Limited by Shares**



**Written Resolutions**

-of-

**KENTON UTILITIES AND DEVELOPMENTS LIMITED**

We the undersigned, being all the members of the Company for the time being entitled to attend and vote at a general meeting of the Company hereby pass the following resolutions as Written Resolutions of the Company pursuant to section 381A of the Companies Act 1985:-

**Special Resolutions**

1. **THAT** the Articles of Association of the Company be amended as follows:-

1.1 by adding the following at Article 8A:

"8A Notwithstanding anything contained in these Articles, whether expressly or impliedly contradictory to the provisions of this Special Article (to the effect that any provision contained in this Special Article shall override any other provision of these Articles):

8A.1 The Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:-

8A.1.1 is to any bank, institution or other person to which such shares have been charged by way of security, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a "Secured Institution"); or

8A.1.2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or

8A.1.3 is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the Directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise.

8A.2 The Directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in Special Article 8A.1 above).

8A.3 The registered holder from time to time of the majority of the issued ordinary share capital of the Company or the holder or holders of share warrants in respect of such majority shall have the right at any time and from time to time by notice delivered to the registered office of the Company or to any meeting of the board of Directors of the Company accompanied in the case of share warrants by a Director's letter, to appoint to the office of Director and/or to remove from the office of Director any person or persons as such registered holder shall in its absolute discretion think fit so that it may by notice remove all persons then acting as Directors of the Company from that position and appoint new persons to act in their place."

1.2 by adding the following at article 21A:

“21A

21A.1 Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any interest of his, a director notwithstanding his office:-

21A.1.1 may be a party to or otherwise interested in any transaction or arrangement with the Company or in which the Company is in any way interested;

21A.1.2 may be a director or other officer of or employed by or be a party to any transaction or arrangement with or otherwise interested in any body corporate promoted by the Company or in which the Company is in any way interested;

21A.1.3 may or any firm or company of which he is a member or director may act in a professional capacity for the Company or any body corporate in which the Company is in any way interested;

21A.1.4 shall not by reason of his office be accountable to the Company for any benefit which he derives from such office, service or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit; and

21A.1.5 shall be entitled to vote on any resolution and (whether or not he shall vote) be counted in the quorum on any matter referred to in any of Articles 21A.1.1 to 21A.1.4 (inclusive) or on any resolution which in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever and if he shall vote on any resolution as aforesaid his vote shall be counted.

21A.2 For the purposes of Article 21A.1:

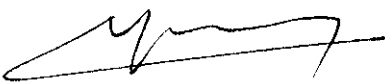
21A.2.1 a general notice to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified;

21A.2.2 an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his; and

21A.2.3 an interest of a person who is for any purpose of the Act (excluding any statutory modification not in force connected with a director shall be treated as an interest of the director and in relation to an alternate director an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.”

2. **THAT** the Memorandum of Association of the Company be amended by the addition of the following at paragraph 3(W):

“3(W) Insofar as the same is permitted by law to give financial assistance directly or indirectly for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company’s holding company or for the purpose of reducing or discharging any liability incurred by any person for the purpose of the acquisition of shares in the Company or of shares in any company which may from time to time be the Company’s holding company (as that expression is defined in the Companies Act 1985).”

Name of Shareholder	Signature	Date of Signature
Signed for and on behalf of Utilitec plc		12 - 02 - 2000 ✓