

THE COMPANIES ACT 2006

RESOLUTION OF THE MEMBERS OF

DALROAD 1 plc

DATED 1 October 2008

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11/10/2008

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COMPANIES HOUSE

Pursuant to Section 288 of the Companies Act 2006, the members of the Company resolved as a special resolution:

1 Special Resolution

Articles 104 and 105 of the Articles of Association shall be deleted and the following shall be inserted as a new Article 104 after the existing Article 103, and that the subsequent articles (and the references contained therein) be renumbered accordingly

Article 104 (1)

- (a) For the purposes of Section 175 of the Companies Act 2006, the directors shall have the power to authorise any matter which would or might otherwise constitute or give rise to a breach of the duty of a director under that section to avoid a situation in which he has, or can have, a direct or indirect interest¹ that conflicts, or possibly may conflict, with the interests of the company
- (b) Authorisation of a matter under this article shall be effective only if
 - (i) the matter in question shall have been proposed in writing for consideration at a meeting of the directors, in accordance with the board's normal procedures or in such other manner as the directors may determine,
 - (ii) any requirement as to the quorum at the meeting of the directors at which the matter is considered is met without counting the director in question and any other interested director (together the "interested directors"), and
 - (iii) the matter was agreed to without the interested directors voting or would have been agreed to if the votes of the interested directors had not been counted
- (c) Any authorisation of a matter under this article shall extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised
- (d) Any authorisation of a matter under this article shall be subject to such conditions or limitations as the directors may determine, whether at the time such authorisation is given or subsequently, and may be terminated by the directors at any time. A director shall comply with any obligations imposed on him by the directors pursuant to any such authorisation
- (e) A director shall not, save as otherwise agreed by him, be accountable to the company for any benefit which he (or a person connected with him) derives from any matter authorised by the directors under this article and any contract transaction or arrangement relating thereto shall not be liable to be avoided on the grounds of any such benefit

¹ Neither the duty in s175(1), nor the authorisation procedure under s175(5) applies to a conflict of interest arising in relation to a transaction or arrangement with the company. The disclosure and approval provisions of articles 104 (2) and 104 (3) are intended to deal with such conflicts

Article 104 (2)

- (a) Subject to compliance with Article 104 (2)(b), a director, notwithstanding his office, may have an interest of the following kind
- (i) where a director (or a person connected with him) is a director or other officer of, or employed by, or otherwise interested (including by the holding of shares) in any relevant company,
 - (ii) where a director (or a person connected with him) is a party to, or otherwise interested in, any contract, transaction or arrangement with a relevant company, or in which the company is otherwise interested,
 - (iii) where the director (or a person connected with him) acts (or any firm of which he is a partner, employee or member acts) in a professional capacity for any relevant company (other than as auditor) whether or not he is remunerated therefor,
 - (iv) an interest which cannot reasonably be regarded as likely to give rise to a conflict of interest,
 - (v) an interest, or a transaction or arrangement giving rise to an interest, of which the director is not aware,
 - (vi) any matter authorised under article 104 (1)(a), or
 - (vii) any other interest authorised by shareholder resolution

No authorisation under article 104 (1) shall be necessary in respect of any such interest

- (b) The director shall declare the nature and extent of any interest permitted under article 104 (2)(a), and not falling within article 104 (2)(c), at a meeting of the directors or in the manner set out in section 184 or 185 of the Companies Act 2006
- (c) No declaration of an interest shall be required by a director in relation to an interest
- (i) falling within articles 104 (2)(a)(iv), (v) or (vi),
 - (ii) if, or to the extent that, the other directors are already aware of such interest (and for this purpose the other directors are treated as aware of anything of which they ought reasonably to be aware), or
 - (iii) if, or to the extent that, it concerns the terms of his service contract (as defined in section 227 of the Companies Act 2006) that have been or are to be considered by a meeting of the directors, or by a committee of directors appointed for the purpose under these articles
- (d) A director shall not, save as otherwise agreed by him, be accountable to the company for any benefit which he (or a person connected with him) derives from any such contract, transaction or arrangement or from any such office or employment or from any interest in any relevant company or for such remuneration, each as referred to in article 104 (2)(a), and no such contract, transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit
- (e) For the purposes of this article, "relevant company" shall mean
- (i) the company.

- (ii) a subsidiary undertaking of the company,
- (iii) any holding company of the company or a subsidiary undertaking of any such holding company,
- (iv) any body corporate promoted by the company, or
- (v) any body corporate in which the company is otherwise interested

Article 104 (3)

- (a) Save as provided in this article, and whether or not the interest is one which is authorised pursuant to article 104 (1) or permitted under article 104 (2), a director shall not be entitled to vote on any resolution in respect of any contract, transaction or arrangement, or any other proposal, in which he (or a person connected with him) is interested. Any vote of a director in respect of a matter where he is not entitled to vote shall be disregarded
- (b) A director shall not be counted in the quorum for a meeting of the directors in relation to any resolution on which he is not entitled to vote
- (c) Subject to the provisions of the statutes, a director shall be entitled to vote, and be counted in the quorum, in respect of any resolution concerning any contract, transaction or arrangement, or any other proposal,
 - (i) in which he has an interest of which he is not aware,
 - (ii) in which he has an interest which cannot reasonably be regarded as likely to give rise to a conflict of interest,
 - (iii) in which he has an interest only by virtue of interests in shares, debentures or other securities of the company, or by reason of any other interest in or through the company,
 - (iv) which involves the giving of any security, guarantee or indemnity to the director or any other person in respect of (I) money lent or obligations incurred by him or by any other person at the request of or for the benefit of the company or any of its subsidiary undertakings, or (II) a debt or other obligation of the company or any of its subsidiary undertakings for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security,
 - (v) concerning an offer of shares or debentures or other securities of or by the company or any of its subsidiary undertakings (I) in which offer he is or may be entitled to participate as a holder of securities, or (II) in the underwriting or sub-underwriting of which he is to participate,
 - (vi) concerning any other body corporate in which he is interested, directly or indirectly and whether as an officer, shareholder, creditor, employee or otherwise provided that he (together with persons connected with him) is not the holder of, or beneficially interested in, one per cent or more of the issued equity share capital of any class of such body corporate or of the voting rights available to members of the relevant body corporate.
 - (vii) relating to an arrangement for the benefit of the employees or former employees of the company or any of its subsidiary undertakings which does not award him any privilege or benefit not generally awarded to the employees or former employees to whom such arrangement relates,
 - (viii) concerning the purchase or maintenance by the company of insurance for any liability for the benefit of directors or for the benefit of persons who include directors

- (ix) concerning the giving of indemnities in favour of directors,
 - (x) concerning the funding of expenditure by any director or directors on (I) defending criminal, civil or regulatory proceedings or actions against him or them, (II) in connection with an application to the court for relief, or (III) defending him or them in any regulatory investigations,
 - (xi) doing anything to enable any director or directors to avoid incurring expenditure as described in article 104 (3)(c)(x), and
 - (xii) in respect of which his interest, or the interest of directors generally, has been authorised by ordinary resolution
- (d) Where proposals are under consideration concerning the appointment (including fixing or varying the terms of appointment) of two or more directors to offices or employments within the company (or any body corporate in which the company is interested), the proposals may be divided and considered in relation to each director separately. In such case, each of the directors concerned (if not debarred from voting under article 104 (3)(c)(vi)) shall be entitled to vote, and be counted in the quorum, in respect of each resolution except that concerning his own appointment or the fixing or variation of the terms thereof

If a question arises at any time as to whether any interest of a director prevents him from voting, or being counted in the quorum, under this article, and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive, except in a case where the nature or extent of the interest of such director (so far as is known to him) has not been fairly disclosed. If any such question shall arise in respect of the chairman of the meeting, the question shall be decided by resolution of the directors and the resolution shall be conclusive except in a case where the nature or extent of the interest of the chairman of the meeting (so far as is known to him) has not been fairly disclosed to the directors

Article 104 (4)

- (a) Subject to article 104 (4)(b), if a director, otherwise than by virtue of his position as director, receives information in respect of which he owes a duty of confidentiality to a person other than the company, he shall not be required
 - (i) to disclose such information to the company or to the directors, or to any director, officer or employee of the company, or
 - (ii) otherwise to use or apply such confidential information for the purpose of or in connection with the performance of his duties as a director
- (b) Where such duty of confidentiality arises out of a situation in which the director has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company, article 104 (4)(a) shall apply only if the conflict arises out of a matter which has been authorised under article 104 (1) above or falls within article 104 (2) above
- (c) This article is without prejudice to any equitable principle or rule of law which may excuse or release the director from disclosing information, in circumstances where disclosure may otherwise be required under this article

Article 104 (5)

- (a) For the purposes of articles 104 (1) to 104 (5)

- (i) an interest of a person who is connected with a director shall be treated as an interest of the director, and
 - (ii) section 252 of the Companies Act 2006 shall determine whether a person is connected with a director
- (b) Where a director has an interest which can reasonably be regarded as likely to give rise to a conflict of interest, the director may, and shall if so requested by the directors, take such additional steps as may be necessary or desirable for the purpose of managing such conflict of interest, including compliance with any procedures laid down from time to time by the directors for the purpose of managing conflicts of interest generally and/or any specific procedures approved by the directors for the purpose of or in connection with the situation or matter in question, including without limitation
 - (i) absenting himself from any meetings of the directors at which the relevant situation or matter falls to be considered, and
 - (ii) not reviewing documents or information made available to the directors generally in relation to such situation or matter and/or arranging for such documents or information to be reviewed by a professional adviser to ascertain the extent to which it might be appropriate for him to have access to such documents or information
- (c) The company may by ordinary resolution ratify any contract, transaction or arrangement, or other proposal, not properly authorised by reason of a contravention of any provisions of articles 104 (1) to 104 (5)

which.

Secretary

Date

1 October 2008

A. AGREEMENT TO THE RESOLUTION

To signify agreement to the resolution, either

- 1 sign and date the resolution and return it to the Company's registered office,
or
2. write to the Company's registered office referring to the resolution and
signifying your agreement

B. LAPSE OF THE RESOLUTION

The resolution must be passed by 28 October 2008 if it is not to lapse