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Company No 02420798

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

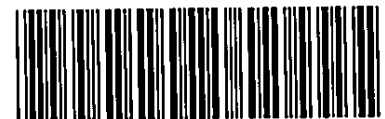
WRITTEN RESOLUTION of SCT PENSION
TRUSTEES LIMITED
(the "Company")

Passed on 8 October 2008

The following written resolution of the members of the Company was passed as a special resolution of the Company pursuant to Part 13, Chapter 2 Companies Act 2006

THAT the following article be inserted in the Company's articles of association

- "78A (a) The board may, in accordance with these Articles, authorise a matter proposed to it which would, if not authorised, involve a breach by a Director of his duty under section 175 of the Companies Act 2006 (the "2006 Act") to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the Company's interests
- (b) A Director will not be in breach of his duty under section 175 of the 2006 Act merely because he is also a member of The S.C.T Pension Scheme or an employee of Southampton Container Terminals Limited
- (c) A reference in this Article to a conflict of interest includes a conflict of interest and duty and a conflict of duties
- (d) An authorisation referred to in Article 78A(a) is effective only if
- (i) it is given in accordance with the requirements of the 2006 Act;
 - (ii) in the case of an authorisation given at a meeting of the board
 - (A) any requirement as to quorum at the meeting at which the matter is considered is met without counting the Director in question or any other interested director; and
 - (B) the matter has been agreed to without the Director in question or any other interested Director voting or would have been agreed to if their votes had not been counted



- (iii) In the case of an authorisation given by resolution in writing
 - (A) the resolution must be signed in accordance with Article 81 by all the Directors; and
 - (B) the number of Directors that sign the resolution (disregarding the Director in question and any other interested Director) is not less than the number required to form a quorum either under Article 81 or Article 78A(e) if it applies
- (e) In cases where the quorum cannot be met as a result of the application of Article 78A(d)(ii)(A) above, for the purposes of this Article 78A, the following applies
 - (i) if the requirement as to the composition of the quorum cannot be met, those requirements will not apply; and
 - (ii) if the number required for a quorum cannot be met, the quorum shall be one.
- (f) The board may authorise a matter on such terms and for such duration, and impose such limits or conditions on it, as the board may decide, and may vary the terms or duration of such an authorisation (including any limits or conditions imposed on it) or revoke it. Any terms, limits or conditions imposed by the board in respect of its authorisation of a Director's conflict of interest may provide (without limitation) that
 - (i) if the relevant Director has (other than through his position as Director) information in relation to the relevant matter in respect of which he owes a duty of confidentiality to another person, he may or may not be obliged to disclose that information to the Company or to use or apply it in performing his duties as a Director,
 - (ii) the Director may or may not be excluded from discussions in relation to the relevant matter whether at a meeting of the board or any committee or sub-committee of the board or otherwise;
 - (iii) the Director may or may not be given any documents or other information in relation to the relevant matter, and
 - (iv) the Director may or may not vote (or may or may not be counted in the quorum) at a meeting of the board or any committee or sub-committee of the board in relation to any resolution relating to the relevant matter.

- (g) A Director does not breach any duty he owes to the Company by virtue of sections 171 to 177 of the 2006 Act if he acts in accordance with such terms, limits and conditions (if any) as the board imposes in respect of its authorisation of the Director's conflict of interest or possible conflict of interest, including (without limitation) an authorisation given pursuant to Article 78A(a) "

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PETER WALKER, Director