

**EUROPEAN NIGHT SERVICES LIMITED**  
**(the "Company")**

WEDNESDAY



**WRITTEN RESOLUTIONS OF THE BOARD OF DIRECTORS**

**1. WRITTEN RESOLUTIONS**

- 1.1 IT IS RESOLVED** that the written resolutions in the form attached to these resolutions for the purpose of:

- 1.1.1 altering the Company's articles of association;
- 1.1.2 increasing the Company's authorised share capital from £100,000 to £186,070,155; and
- 1.1.3 increasing the maximum amount of relevant securities which the directors are authorised to allot pursuant to section 80 of the Companies Act 1985,

be approved and the secretary be instructed to submit the form of the written resolutions to the members for consideration and, if appropriate, signature.

**2. ALLOTMENT OF NEW SHARES**

- 2.1 IT IS RESOLVED** that, the applications for shares listed below having been received, subject to the passing of resolution 1 in the attached form of written resolutions to alter the articles of association and resolutions 2 and 3 in the attached form of written resolutions to increase the authorised share capital of the Company and authorise the directors to allot relevant securities, and with effect from the passing of the resolutions in the attached form of written resolutions:

- 2.1.1 the "A" Ordinary Shares of £1 each listed below be allotted fully paid for cash at par to the applicant whose name is specified opposite the shares:

Name of applicant	Number of shares applied for	Amount to be paid £
Eurostar (UK) Limited	114,378,156	114,378,156
German Rail UK Limited	25,100,739	25,100,739
NS Reizigers BV	25,106,254	25,106,254
Transmanche Night Travel Limited	21,385,006	21,385,006

2.1.2 the names of the allottees (or their nominees) be entered in the register of members as the holders of the shares allotted to them; and

2.1.3 certificates in respect of the shares allotted be sealed and issued to the allottees (or their nominees).

3. **FILING OF DOCUMENTS**

3.1 **IT IS RESOLVED** that, subject to the passing of the resolutions in the attached form of written resolutions, the following documents be filed with the Registrar of Companies:

3.1.1 copies of the resolutions passed by written resolution;

3.1.2 a copy of the memorandum and articles of association of the Company as altered;

3.1.3 notice of increase in authorised share capital (form 123), with a copy of the written resolutions authorising the increase in share capital and the allotment of relevant securities pursuant to section 80 of the Companies Act 1985 attached to it; and

3.1.4 return of allotments (form 88(2)).

4. **APPROVAL AND EXECUTION OF DOCUMENTS**

4.1 **IT IS RESOLVED** that:

4.1.1 the allotment of shares in Eurostar Night Services Limited to Eurostar U.K. Limited, German Rail U.K. Limited, NS Reizigers B.V. and Transmanche Night Travel Limited pursuant to a subscription agreement entered into by the above parties (the "Agreement"), the agreed form of which is attached to these resolutions, be approved;

4.1.2 each director be severally authorised to execute on behalf of the Company the Agreement in the form of the copy attached to these resolutions, with any amendments he or she may approve;

4.1.3 each director be severally authorised to sign on behalf of the Company all documents and to do all other acts and things as he or she may consider necessary or desirable in connection with this transaction.

Signed

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Jean-Luc Drugeon

Date

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Signed

3. **FILING OF DOCUMENTS**

3.1 **IT IS RESOLVED** that, subject to the passing of the resolutions in the attached form of written resolutions, the following documents be filed with the Registrar of Companies:

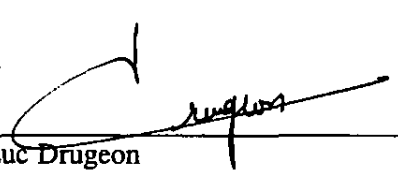
- 3.1.1 copies of the resolutions passed by written resolution;
- 3.1.2 a copy of the memorandum and articles of association of the Company as altered;
- 3.1.3 notice of increase in authorised share capital (form 123), with a copy of the written resolutions authorising the increase in share capital and the allotment of relevant securities pursuant to section 80 of the Companies Act 1985 attached to it; and
- 3.1.4 return of allotments (form 88(2)).

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- 4.1.1 the allotment of shares in Eurostar Night Services Limited to Eurostar U.K. Limited, German Rail U.K. Limited, NS Reizigers B.V. and Transmanche Night Travel Limited pursuant to a subscription agreement entered into by the above parties (the "**Agreement**"), the agreed form of which is attached to these resolutions, be approved;
- 4.1.2 each director be severally authorised to execute on behalf of the Company the Agreement in the form of the copy attached to these resolutions, with any amendments he or she may approve;
- 4.1.3 each director be severally authorised to sign on behalf of the Company all documents and to do all other acts and things as he or she may consider necessary or desirable in connection with this transaction.

Signed

  
\_\_\_\_\_  
Jean-Luc Drugeon

Date

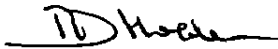
\_\_\_\_\_  
Signed

\_\_\_\_\_  
Robert David Holden

Date

\_\_\_\_\_  
Signed

Signed



Robert David Holden

Date



Signed

Aart Marinus Jochemsen

Date

Signed

Hartwig Schneidereit

Date

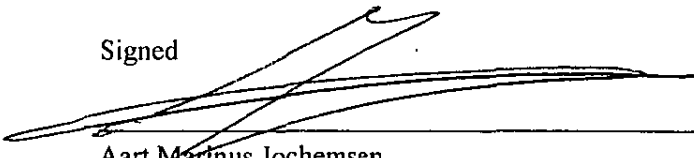
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Robert David Holden

Date

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Signed



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Aart Marinus Jochemsen

Date

16 - 12 - 2008

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Signed

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Hartwig Schneidereit

Date

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Robert David Holden

Date

Signed

Aart Marinus Jochemsen

Date

Signed

H. Schmit

Hartwig Schneidereit

Date

Jan. 07. 2009

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

of

EUROPEAN NIGHT SERVICES LIMITED  
(the "Company")

WEDNESDAY

Eurostar (UK) Limited, German Rail UK Limited, NS Reizigers BV (formerly known as NS Railbedrijven BV) and Transmanche Night Travel Limited being all the members of the Company who at the circulation date of these resolutions would have been entitled to vote on the resolutions, RESOLVE, in accordance with Chapter 2, Part 13 of the Companies Act 2006 to pass the following resolution which has been proposed as a special resolution:

**SPECIAL RESOLUTION**

1. THAT the Company's articles of association be altered by the deletion of article 4.(A) and the substitution for it of the following new article 4.(A): "The authorised share capital of the Company at the date of adoption of these articles is £186,070,155 divided into 186,031,655 "A" Ordinary Shares of £1 each, 11,500 "B" Ordinary Shares of £1 each, 13,500 "C" Ordinary Shares of £1 each and 13,500 "D" Ordinary Shares of £1 each. The "A" Ordinary Shares, the "B" Ordinary Shares, the "C" Ordinary Shares and the "D" Ordinary Shares shall entitle the holders thereof to the respective rights and privileges and subject them to the respective restrictions and provisions contained in those articles".

Eurostar (UK) Limited, German Rail UK Limited, NS Reizigers BV and Transmanche Night Travel Limited, being all the members of the Company who at the circulation date of these resolutions would have been entitled to vote on the resolutions, RESOLVE, in accordance with Chapter 2, Part 13 of the Companies Act 2006 to pass the following resolutions which have been proposed as ordinary resolutions:

**ORDINARY RESOLUTIONS**

2. THAT the authorised share capital of the Company be increased from £100,000 to £186,070,155 by the creation of 185,970,155 "A" Ordinary Shares of £1 each.
3. THAT the directors be generally and unconditionally authorised, pursuant to section 80 of the Companies Act 1985, to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £185,970,155 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on 1 June 2009 but the Company may before such expiry make an offer or agreement which would be or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities pursuant to that offer or agreement as if the authority conferred by this resolution had not expired.

Company in general meeting) on 1 June 2009 but the Company may before such expiry make an offer or agreement which would be or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities pursuant to that offer or agreement as if the authority conferred by this resolution had not expired.

SIGNATURE: \_\_\_\_\_



for and on behalf of Eurostar (UK) Limited

NAME: \_\_\_\_\_

IAN NUNN

DATE: \_\_\_\_\_

5/1/09

SIGNATURE: \_\_\_\_\_

for and on behalf of German Rail UK Limited

NAME: \_\_\_\_\_

DATE: \_\_\_\_\_

SIGNATURE: \_\_\_\_\_

for and on behalf of NS Reizigers BV

NAME: \_\_\_\_\_

DATE: \_\_\_\_\_

SIGNATURE: \_\_\_\_\_

for and on behalf of Transmanche Night Travel Limited

NAME: \_\_\_\_\_

DATE: \_\_\_\_\_

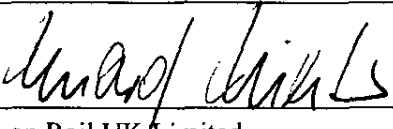
Notes:

1. The circulation date of these resolutions is 11 December 2008. These resolutions have been sent to eligible members who would have been entitled to vote on the resolutions on this date. Only such eligible members (or persons duly authorised on their behalf) should sign these resolutions.
2. An eligible member can signify its agreement to the resolutions by signing the resolutions and by delivering a copy of the signed resolutions to an officer of the Company by hand.
2. These resolutions must be passed by 8 January 2009. If these resolutions are not passed by such date they will lapse. The agreement of a member to these resolutions is ineffective if signified after this date.



Company in general meeting) on 1 June 2009 but the Company may before such expiry make an offer or agreement which would be or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities pursuant to that offer or agreement as if the authority conferred by this resolution had not expired.

SIGNATURE: \_\_\_\_\_  
for and on behalf of Eurostar (UK) Limited  
NAME: \_\_\_\_\_  
DATE: \_\_\_\_\_

SIGNATURE:   
for and on behalf of German Rail UK Limited  
NAME: RUDOLF RICHTER  
DATE: 15/12/2008

SIGNATURE: \_\_\_\_\_  
for and on behalf of NS Reizigers BV  
NAME: \_\_\_\_\_  
DATE: \_\_\_\_\_

SIGNATURE: \_\_\_\_\_  
for and on behalf of Transmanche Night Travel Limited  
NAME: \_\_\_\_\_  
DATE: \_\_\_\_\_

Notes:

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SIGNATURE: \_\_\_\_\_

for and on behalf of Eurostar (UK) Limited

NAME: \_\_\_\_\_

DATE: \_\_\_\_\_

SIGNATURE: \_\_\_\_\_

for and on behalf of German Rail UK Limited

NAME: \_\_\_\_\_

DATE: \_\_\_\_\_

SIGNATURE: \_\_\_\_\_

for and on behalf of NS Reizigers BV

NAME: *M. Wiggebreu gse*

DATE: *16-12-2008*

SIGNATURE: \_\_\_\_\_

for and on behalf of Transmanche Night Travel Limited

NAME: \_\_\_\_\_

DATE: \_\_\_\_\_

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SIGNATURE: \_\_\_\_\_

for and on behalf of Eurostar (UK) Limited

NAME: \_\_\_\_\_

DATE: \_\_\_\_\_

SIGNATURE: \_\_\_\_\_

for and on behalf of German Rail UK Limited

NAME: \_\_\_\_\_

DATE: \_\_\_\_\_

SIGNATURE: \_\_\_\_\_

for and on behalf of NS Reizigers BV

NAME: \_\_\_\_\_

DATE: \_\_\_\_\_

SIGNATURE: \_\_\_\_\_

for and on behalf of Transmanche Night Travel Limited

NAME: \_\_\_\_\_

DATE: \_\_\_\_\_

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