THE COMPANIES ACTS

RESOLUTION

OF

M40 TRAINS LIMITED

(Registered in England Number 3005018)

RESOLUTION IN WRITING OF HOLDERS OF ORDINARY SHARES	OF <i>⊈</i> ,1
EACH IN THE CAPITAL OF THE COMPANY PURSUANT TO SECT	IOÑ
381A COMPANIES ACT 1985	

We, the undersigned, being all the holders for the time being of ordinary shares of £1 each in the Company ("Ordinary Shares") who would, at the date of this resolution, have been entitled to attend and vote upon it if it had been proposed at a meeting of the holders of Ordinary Shares at which we were present HEREBY RESOLVE in writing as follows:-

SPECIAL RESOLUTION

That this resolution hereby sanctions each and every variation and abrogation of the special rights attaching to the ordinary shares of £1 each in the capital of the Company as will or may be effected by or involved in the passing of the written resolutions in the form attached.

Sir Richard Morris

9m March 1999

Adrian Shooter Date

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Anthony Allen

Date



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THE COMPANIES ACTS

RESOLUTION

OF

M40 TRAINS LIMITED

(Registered in England Number 3005018)

RESOLUTION IN WRITING OF HOLDERS OF ORDINARY SHARES OF £1 EACH IN THE CAPITAL OF THE COMPANY PURSUANT TO SECTION 381A COMPANIES ACT 1985	
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in the Company ("Ordinary Shares") who wo	uld, at the date of this resolution, have been
entitled to attend and vote upon it if it had be	een proposed at a meeting of the holders of
Ordinary Shares at which we were present HE	REBY RESOLVE in writing as follows:-
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Sir Richard Morris	Date
Adrian Shooter	9m March 1999 Date
Anthony Allen	Date

THE COMPANIES ACTS

RESOLUTION

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M40 TRAINS LIMITED

(Registered in England Number 3005018)

RESOLUTION IN WRITING OF HOLDE EACH IN THE CAPITAL OF THE COM 381A COMPANIE	PANY PURSUANT TO SECTION
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Sir Richard Morris	
Adrian Shooter	
n y Ma	9th March 1999
Anthony Allen	Date

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Alex Turner	Date
Owen Edgington	Date
Lady Marion Reid Morris	Date
Victoria Shooter	Date
Alastair Shooter	Date
Margaret Edgington	Date
Lucy Edgington	Date
Patricia Edgington	Date
Mark Sergison	Date

Alex Turner	Date
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Owen Edgington	Date
Lady Marion Reid Morris	Date
Victoria Shooter	 Date
Alastair Shooter	Date
Margaret Edgington	Date
Lucy Edgington	Date
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Patricia Edgington	Date
Mark Sergison	Date

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Owen Edgington	Date
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Karen Sergison	9 m March 1999 Date
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A J Hall	Date
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