

Number of Company 3540344

**THE COMPANIES ACT 2006  
COMPANY LIMITED BY GUARANTEE  
RESOLUTION  
OF  
JOINT CONTRACTS TRIBUNAL LIMITED**



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**Passed 12<sup>th</sup> December 2013**  
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At an ANNUAL GENERAL MEETING of the above named Company, duly convened and held at 28 Ely Place, London EC1N 6TD on 12<sup>th</sup> December 2013 at 4.45 p.m. the following RESOLUTION was duly passed.

Viz:

**RESOLUTION**

**RE: SITUATIONAL CONFLICTS**

THAT the board of directors of the Company from time to time (the "Board") may authorise, in accordance with section 175 of the Companies Act 2006, any matter that would otherwise involve a director of the Company (a "Conflicted Director") breaching his duty under that Act to avoid conflicts of interest. The Conflicted Director and any other director with a similar interest may, if all the other members of the Board who are present so decide, be excluded from any Board meeting while the conflict is under consideration. Where the Board gives authorisation in relation to such a conflict:

- (a) it may (whether at the time of giving the authorisation or at any time or times subsequently) impose such terms upon the Conflicted Director and any other director with a similar interest as it may determine, including, without limitation, the exclusion of the Conflicted Director and any other director with a similar interest from the receipt of information, or participation in decision-making or discussion (whether at meetings of the directors or otherwise) related to the conflict;
- (b) the Conflicted Director and any other director with a similar interest will be obliged to conduct himself in accordance with any terms imposed by the Board from time to time in relation to the conflict but will not be in breach of his duties as a director by reason of his doing so;
- (c) the authorisation may provide that, where the Conflicted Director obtains information that is confidential to a third party, the Conflicted

Director will not be obliged to disclose that information to the Company, or to use the information in relation to the Company's affairs, where to do so would amount to a breach of that obligation of confidence;

- (d) the authorisation may also provide that the Conflicted Director shall not be accountable to the Company for any benefit that he receives as a result of the conflict;
- (e) the receipt by the Conflicted Director of any remuneration or benefit as a result of the conflict shall not constitute a breach of the duty under the Companies Act 2006 not to accept benefits from third parties;
- (f) the terms of the authorisation shall be recorded in writing (but the authorisation shall be effective whether or not the terms are so recorded); and
- (g) the Board may withdraw such authorisation at any time.