

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
ARMADA PARKING SERVICES LIMITED

On 15 April 2009 the following ordinary and special resolutions were duly passed as written resolutions of the Company pursuant to section 288 of the Companies Act 2006:

ORDINARY RESOLUTION

- 1 That the directors of the Company are authorised to exercise the powers conferred by section 175(5)(a) of CA 2006 to authorise any matter contemplated by section 175 of that Act.

SPECIAL RESOLUTION

- 2 That the articles of association of the Company be and are hereby amended by the insertion of a new article 11 as set out below and by the appropriate renumbering of subsequent articles and any references to such subsequent articles accordingly.

11 Directors' power to authorise conflict situations

- 11.1 For the purposes of section 175 of the Companies Act 2006 (**CA 2006**), the directors shall have the power to authorise, on such terms (including as regards duration and revocation) and subject to such limits or conditions (if any) as they may determine (**Conflict Authorisation**), any matter proposed to them in accordance with these articles which would, or might, if not so authorised, constitute or give rise to a situation in which a director (a **Relevant Director**) has, or could have, a direct or indirect interest which conflicts, or possibly may conflict, with the interests of the Company (a **Conflict Situation**). Any Conflict Authorisation shall extend to any actual or possible conflict of interest which may reasonably be expected to arise out of the Conflict Situation so authorised.

11.2 Where directors give a Conflict Authorisation:

- (a) the terms of such Conflict Authorisation shall be recorded in writing (but the authorisation shall be effective whether or not the terms are so recorded);
- (b) the directors may revoke or vary such Conflict Authorisation at any time but this will not affect anything done by the Relevant Director prior to such revocation or variation in accordance with the terms of such authorisation; and
- (c) the Relevant Director shall be obliged to act in accordance with any terms, limits or conditions to which such Conflict Authorisation is made subject.

11.3 Any Conflict Authorisation will be effective only if:



- (a) at the meeting of the directors at which the Conflict Situation is considered, any requirement as to quorum is met without counting the Relevant Director or any other interested director; and
- (b) it is agreed to without the Relevant Director or any other interested director voting, or would have been agreed to if the votes of the Relevant Director or any other interested director had not been counted.

11.4 For the purposes of this article 11, a conflict of interest includes a conflict of interest and duty and a conflict of duties.

11.5 Any terms to which a Conflict Authorisation is made subject (**Conflict Authorisation Terms**) may include (without limitation to article 11.1) provision that:

- (a) where the Relevant Director obtains (other than in his capacity as a director of the Company or as its employee or agent or, if the directors so decide, in any other capacity that would otherwise oblige him to disclose it to the Company) information that is confidential to a third party, he will not be obliged to disclose it to the Company or to use it directly or indirectly for the benefit of the Company or in performing his duties as a director of the Company in circumstances where to do so would amount to a breach of a duty of confidence owed to that third party; and/or
- (b) the Relevant Director may (but shall be under no obligation to) absent himself from the discussion of, and/or the making of decisions relating to, the relevant matter (whether at any meeting of the directors or otherwise) and be excused from reviewing documents and information prepared by or for the directors to the extent that they relate to that matter; and/or
- (c) the Relevant Director be excluded from the receipt of documents and information, the participation in discussion and/or the making of decisions (whether at directors' meetings or otherwise) related to the relevant matter,

and the Company will not treat anything done (or omitted to be done) by the Relevant Director in accordance with any such provision (or otherwise in accordance with any Conflict Authorisation Terms given under article 11.1) as a breach by him of his duties under sections 172 to 174 CA 2006.

11.6 Subject to article 11.7 but without prejudice to article 11.1 to article 11.5, authorisation is given by the members of the Company for the time being on the terms of these articles to each director in respect of any Conflict Situation that exists as at the date on which these articles are amended to include this article 11 or that subsequently arises because (in either case) the director is or becomes a shareholder, investor or other participant in, lender to, guarantor, director, officer, manager or employee of, or otherwise in any other way interested or concerned in, any member of the Relevant Group (**Group Conflict Authorisation**). The Conflict Authorisation Terms applicable to the Group Conflict Authorisation (**Group Conflict Authorisation Terms**) are automatically set by this article 11.6 so that the director concerned:

- (a) is not obliged to disclose to the Company information that is confidential to a third party obtained by him (other than in his capacity as a director of the Company or as its employee or agent or, if the directors so decide, in any other capacity that would otherwise oblige him to disclose it to the Company) in any situation to which the Group Conflict Authorisation applies, nor to use any such information directly or indirectly for the benefit of the Company or in performing his duties as a director of

the Company, in circumstances where to do so would amount to a breach of a duty of confidence owed to that third party; and

(b) may (but shall be under no obligation to):

(i) absent himself from the discussions of, and/or the making of decisions;

(ii) make arrangements not to receive documents and information,

relating to the Conflict Situation concerned,

and the Company will not treat anything done (or omitted to be done) by the director concerned in accordance with the Group Conflict Authorisation Terms as a breach by him of his duties under sections 172 to 174 CA 2006.

11.7 A Group Conflict Authorisation given or deemed given under article 11.6 may be revoked, varied or reduced in its scope or effect by special resolution.

11.8 In this article 11 **Relevant Group** comprises:

(a) the Company;

(b) any body corporate which is for the time being a wholly owned subsidiary of the Company;

(c) any body corporate of which the Company is for the time being a wholly owned subsidiary (**Parent**); and

(d) any body corporate (not falling within any preceding paragraph of this definition) which is for the time being a wholly owned subsidiary of the Parent.

For and on behalf of A G Secretarial Limited

M J Thorne
Authorised signatory of A G Secretarial Limited
~~Director~~/Secretary