

Company Number 4334057

REGENDA LIMITED

(the **Company**)

WRITTEN RESOLUTIONS

SATURDAY



A01 *A9HFNJF0* 139
24/04/2010
COMPANIES HOUSE

Circulation Date: 1st March 2010

Pursuant to Chapter 2 of Part 13 to the Companies Act 2006, the Directors of the Company hereby propose that the following resolutions be passed as a special resolution ("**the Resolutions**")

Special Resolutions

- 1 **That** the Company's Articles of Association be altered by adding the definitions of "Associated Company" and "Conflict Situations", set out below, to Article 1 ("Interpretation and Definitions") of the Company's Articles of Association

Associated Company means a company or other body corporate or corporation which is (or where the context admits, was at any relevant time) associated with the Company for the purposes of the Act

- 2 **That** the Company's Articles of Association be altered by inserting the article set out below as Articles 108 - 113

108 The directors may, in accordance with the requirements set out in this article, authorise any matter or situation proposed to them by any director which would, if not authorised, involve a director breaching his duty under section 175 of the Companies Act 2006 to avoid conflicts of interest (**Conflict**)

109 For the purposes of sections 175 and 180(4) of the Companies Act 2006 and for all other purposes, it is acknowledged that a director may be or become subject to a Conflict or Conflicts as a result of he or she also being or having been an employee, director, board member of other office of an Associated Company (a **Parent Director**)

110 Any authorisation under this article will be effective only if

110 1 the matter in question shall have been proposed by any director for consideration at a meeting of directors in the same way that any other matter may be proposed to the directors under the provisions of these Articles or in such other manner as the directors may determine,

110 2 any requirement as to the quorum at the meeting of the directors at which the matter is considered is met without counting the director in question, and

110 3 the matter was agreed to without his voting or would have been agreed to if his vote had not been counted

111 Any authorisation of a Conflict under this article may (whether at the time of giving the authorisation or subsequently)

111 1 extend to any actual potential conflict of interest which may reasonably be expected to arise out of the matter so authorised,

111 2 be subject to such terms and for such duration, or impose such limits or conditions as the directors may determine, and

111 3 be terminated or varied by the directors at any time

This will not affect anything done by the director prior to such termination or variation in accordance with the terms of the authorisation

112 Any Parent Director the subject of a Conflict envisaged by Article 109 shall be entitled to

112 1 receive notice (including any relevant board papers) of, attend, count in the quorum towards and vote at board meetings relating in any way to, and deal generally with, matters concerning, connected with or arising from the Conflict concerned, and

112 2 keep confidential and not disclose to the Company any information which comes into their possession as a result of such Conflict where such information is confidential as regards any third party

113 Any director shall be entitled to pass any information relating to the Company, its business or affairs to any Associated Company or member, and the Company or any member shall not be entitled to raise any objection to such passing of information nor allege any breach of any duty to the Company as a result of such action

3 **That**, with effect from the date of this resolution and subject to the provisions of the Companies Act 2006 and the Company's Articles of Association from time to time, the directors of the Company be and are hereby unconditionally empowered for the purposes of section 175 of the Companies Act 2006 to authorise any situation or matter in which any director has, or can have, a direct or indirect interest which conflicts, or possibly may conflict, with the interests of the Company

Agreement

The undersigned, being the members of the Company entitled to vote on the Resolutions on the circulation date shown above, hereby irrevocably agrees to the Resolutions

Signed by

Michael Brown. Michael Brown (Chair)

Stephen Conquer Stephen Conquer

Robin Burman Robin Burman

Derek Hancock Derek Hancock

Steve Howse Steve Howse

B. Gallagher Bernard Gallagher

Catherine Lynagh Catherine Lynagh

Julie Vincent Julie Vincent (Secretary)

For and on behalf of

Regenda Limited

Date 1st MARCH 2010

EXTRACT

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(the **Company**)
WRITTEN RESOLUTIONS

SATURDAY



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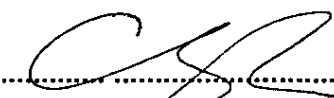
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Certified a true extract of the Written Resolutions of the Regenda Board, none of which have been rescinded or amended in anyway.

..... **Group Company Secretary**

..... **Group Chair**

..... **Group Deputy Chair**

..... **Group Member**

Dated