

WEDNESDAY



Company Number: 04525593

COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF THE SOLE SHAREHOLDER
OF
LONDON & REGIONAL PFI PROJECTS HOLDINGS LIMITED
(THE "COMPANY")

CIRCULATION DATE.....27.....MARCH 2012

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the director of the Company proposes that the following resolutions are passed as special resolutions (the "**Resolutions**")

1 SPECIAL RESOLUTION

That article 7 of the articles of association of the Company be altered by deleting the present article 7 (i) and replacing it with the following new article 7 (i)

"If and for so long as the Company has a sole member

(a) in relation to a general meeting, a sole member or proxy for that member or (if the member is a corporation), a duly authorised representative of that member is a quorum,

(b) a proxy for the sole member may vote on a show of hands and regulation 54 of Table A is modified accordingly,

(c) the sole member may agree that any general meeting, other than a meeting called for the passing of an elective resolution, be called by shorter notice than that provided for in the articles, and

(d) all of the provisions of the articles apply with any necessary modification (unless the provision expressly provides otherwise) "

2 SPECIAL RESOLUTION

That having received a copy of the solvency statement signed by the sole director of the Company dated 27 March 2012, a copy of which is attached to this written

resolution, the issued share capital of the Company be reduced from £49,430,229 00 to £1 00 by cancelling and extinguishing 49,430,228 of the issued ordinary shares of £1 00 each in the Company, each of which is fully paid up

I, being the sole holder of all of the issued ordinary shares of £1 each in the capital of the Company and entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably approve and agree to the Resolutions



Signed
for and on behalf of **London & Regional Dormant Holdings Limited**

Name **R.J. LIVINGSTONE**

Position **DIRECTOR**

Date **27.3.12**