

NORTHERN & SHELL PACIFIC LIMITED

(company number 5054665)

(the "Company")

Minutes of a meeting of the board of directors

held at The Northern & Shell Building, Number 10 Lower Thames Street, London, EC3R 6EN

on 8th May 2009 at 1 ~~am~~/pm

PRESENT: Richard Desmond
Martin Ellice
Paul Ashford
Ian Law
Matthew Stanton

IN ATTENDANCE: Stan Myerson
Rob Sanderson
Kim Wilson (in attendance for the first 240 minutes)

1 **CHAIRMAN**

IT WAS RESOLVED that Martin Ellice be and hereby is appointed chairman of the meeting.

2 **NOTICE AND QUORUM**

The chairman reported that notice of the meeting had been given to all those entitled to receive the same and noted that the quorum necessary for a meeting of the board of directors of the Company was present.

3 **DIRECTORS' INTERESTS**

3.1 In accordance with section 177 of the Companies Act 2006 (the "**Act**"), the directors declared the nature and extent of their interest in the business to be transacted at the meeting. Their interests being by reason of their directorship of the Company.

3.2 It was noted that, notwithstanding any such interest, the relevant directors were entitled to vote at and be counted in the quorum of the meeting pursuant to the articles of association.

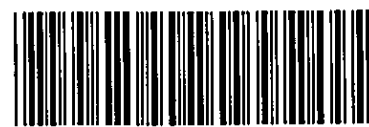
4 **NEW ARTICLES OF ASSOCIATION**

It was proposed that subject to the consent of the shareholders of the Company new articles of association (the "**New Articles**") be adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.

5 **DOCUMENTS**

5.1 The following documents were then produced to the meeting:

WEDNESDAY



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COMPANIES HOUSE

5.1.1 a draft written resolution of the Company to approve the adoption of the New Articles (the **"Written Resolution"**); and

5.1.2 the draft New Articles.

6 **DIRECTORS' DUTIES**

It was noted that, among his or her other duties, a director of a company is required by statute to act in the way he or she considers, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole, having regard, among other things, to the matters listed in section 172(1) of the Act.

7 **RESOLUTIONS**

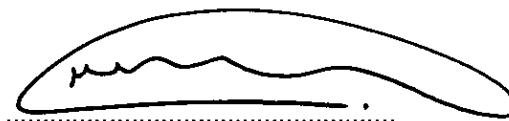
The matters discussed at the meeting were considered by the directors in light of their duties and after due and careful consideration **IT WAS RESOLVED** that:

7.1 the form of the Written Resolution be and hereby is approved and the secretary of the Company be instructed to arrange for a draft of the same to be circulated immediately to Northern & Shell Plc and ACP NS Pacific Pty Limited as members of the Company for, if thought fit, signature forthwith; and

7.2 subject to the approval of the Written Resolution, the company secretary was instructed to file with the Registrar of Companies a print of the Written Resolution along with a copy of the New Articles.

8 **CLOSE OF THE MEETING**

There being no further business, the chairman declared the meeting closed.

A handwritten signature in dark ink, consisting of a series of loops and a long horizontal stroke, positioned above a dotted line.

CHAIRMAN