

**THE COMPANIES ACT 2006**

**Company No. 05157396**

**PRIVATE COMPANY LIMITED BY SHARES**

**NedRailways Northern Rail Limited**

**(the "Company")**

**WRITTEN RESOLUTION OF THE SOLE SHAREHOLDER  
OF THE COMPANY**

**Circulation date: 8 February 2010**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the Directors of the Company propose that the following resolution be passed as a special resolution

**SPECIAL RESOLUTION**

	<b>For</b>	<b>Against</b>
That the name of the Company be changed to "Abellio Northern Rail Ltd"	<b>X</b>	

Please read the notes at the end of this document before signing it

The undersigned, being the Sole Shareholder and entitled to vote on the above resolution on 8 February 2010, hereby irrevocably agrees to the resolution indicated above

**Director for and on behalf of Nedrailways BV  
Sole Shareholder**

**Dated**

**10/2/10**

**WEDNESDAY**



**\*LSFXNHLE\***  
LD1 17/02/2010 23  
COMPANIES HOUSE

## NOTES

If you wish to vote in favour of a resolution please put an "X" in the For box next to that resolution. If you wish to vote against a resolution please put an "X" in the Against box next to that resolution or leave both boxes next to that resolution blank. Once you have indicated your voting intentions please sign and date this document and return it to the Company using one of the following methods:

**By Hand**      delivering the signed copy to Viv Holyoake, Charles Russell LLP, 5 Fleet Place, London, EC4M 7RD

**By Post**      returning the signed copy by post to Viv Holyoake, Charles Russell LLP, 5 Fleet Place, London, EC4M 7RD

If there are no resolutions you agree with, you do not need to do anything. You will not be deemed to agree if you fail to reply.

Once you have indicated your agreement to a resolution, you may not revoke your agreement.

Where, by 28 days after the date of circulation of this resolution, the 8 March 2010, insufficient agreement has been received for a resolution to pass, such resolution will lapse. If you agree to all or any of the resolutions, please ensure that your agreement reaches us before or during this date.



**FILE COPY**

**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 5157396

The Registrar of Companies for England and Wales hereby certifies that  
under the Companies Act 2006:

**NEDRAILWAYS NORTHERN RAIL LIMITED**

a company incorporated as private limited by shares; having its registered  
office situated in England/Wales; has changed its name to:

**ABELLIO NORTHERN RAIL LTD**

Given at Companies House on **17th February 2010**



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES