

Company number
5975475

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN SPECIAL RESOLUTIONS
of
TAQA BRATANI LIMITED
(the Company)

UNDER CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006

By written resolutions dated 9 December 2009 the sole member of the company agreed to the following resolutions being passed as special resolutions:

1. That:
 - (a) the directors be generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006, to exercise all powers of the Company to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company up to a maximum nominal amount of £73,387,293;
 - (b) this authority shall expire on the expiry of the period five years from the date of this resolution;
 - (c) the Company may, before this authority expires, make an offer or agreement which would or might require shares to be allotted or rights to be granted after it expires and the directors may allot shares or grant rights in pursuance of such offer or agreement as if this authority had not expired; and
 - (d) any previous unutilised authorities under section 80 of the Companies Act 1985 and section 551 of the Companies Act 2006 shall cease to have effect.
2. That:
 - (a) the directors be given power (subject to the passing of resolution 1 set out above) to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred on them by resolution 1 above under section 551 of the Companies Act 2006 as if section 561 of the Companies Act 2006 did not apply to the allotment;
 - (b) this power shall expire on the expiry of the period five years from the date of this resolution;



- (c) any previous unutilised authorities under section 95 of the Companies Act 1985 and sections 570 and 573 of the Companies Act 2006 shall cease to have effect; and
 - (d) the Company may, before this power expires, make an offer or agreement which would or might require equity securities to be allotted after it expires and the directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.
3. That the articles of association of the Company be amended as follows (as shown in the attached articles of association):
- (a) Article 2.2 be deleted in its entirety;
 - (b) provision number 5 of the Company's memorandum of association (stating that "the Company's share capital is £1000.00 divided into 1000 shares of £1.00 each") which, by virtue of section 28 of the Companies Act 2006, is treated as a provision of the articles of association, be deleted in its entirety;
 - (c) Articles 3.1, 3.2 and 3.3 be deleted in their entirety;
 - (d) Article 13.1 (b) be amended so that it reads "no securities or Shares shall be issued or agreed to be issued or put under option without the consent of the Parent Company, save that no such consent shall be required in the event that such securities or Shares are to be issued to, or put under option in favour of, the Parent Company; and".

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For Taqa Bratani Limited (Director)