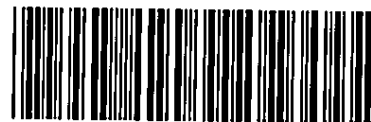


THE COMPANIES ACTS 1985 TO 2006  
PRIVATE COMPANY LIMITED BY SHARES  
MEMBER'S WRITTEN RESOLUTIONS

of  
ODA NO 1 (GP) LIMITED  
(the "Company")

TUESDAY



A20

08/12/2009

177

COMPANIES HOUSE

Date: 19 October 2009

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 the directors of the Company propose the following resolutions which are proposed as special resolutions (the "resolutions"):

**SPECIAL RESOLUTIONS**

1. THAT the Company's memorandum of association be altered by deleting subclause 3.2 and replacing it with the following new clause:

*"Without prejudice to the generality of the object and the powers of the Company derived from section 3A of the Act the Company has power, subject to the powers and limitations imposed on the Olympic Delivery Authority under the London Olympic Games and Paralympic Games Act 2006 and such other limitations as may be imposed on the Olympic Delivery Authority by the board of the Olympic Delivery Authority (or otherwise) from time to time, to do all or any of the following things:-"*

2. THAT the Company's articles of association be altered by deleting article 12 and replacing it with the following new article:

**"INDEMNITY AND INSURANCE**

12.1 *Subject to the provisions of and so far as may be permitted by and consistent with the 2006 Act, each current or former director or other officer (other than an auditor) of the Company may be indemnified out of the assets of the Company against:*

*(a) any liability incurred by or attaching to him in connection with any negligence, default, breach of duty or breach of trust in relation to the Company other than, in the case of a current or former director:*

*(i) any liability to the Company; and*

*(ii) any liability of the kind referred to in sections 234(3) of CA2006; and*

*(b) any other liability incurred by or attaching to him in the actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers. For the purpose of this Article, references to "liability" shall include all costs and expenses incurred by the current or former director or other officer (other than an auditor) in relation thereto.*

I CERTIFY THAT THIS DOCUMENT IS A TRUE AND ACCURATE COPY OF THE ORIGINAL.	
SIGNATURE	NAME (SOLICITOR)

12.2 Subject to the provisions of and so far as may be permitted by the 2006 Act, the directors may exercise all the powers of the Company to:

(a) provide any current or former director or other officer (other than an auditor) of the Company with funds to meet expenditure incurred or to be incurred by him in defending any criminal or civil proceedings in connection with any alleged negligence, default, breach of duty or breach of trust by him in relation to the Company, or in connection with any application for relief under the provisions mentioned in section 205(5) of the 2006 Act; and

(b) do anything to enable any such person to avoid incurring such expenditure,

but so that the terms set out in section 205(2) of the 2006 Act shall apply to any such provision of funds or other things so done. For the purpose of this Article references to "**director**" in section 205(2) of the 2006 Act shall be deemed to include references to a former director or other officer (other than an auditor) of the Company.

12.3 Without prejudice to Article 12.1, the directors may purchase and maintain for or for the benefit of any person who holds or has at any time held a relevant office insurance against any liability or expense incurred by him in relation to the Company or any Associated Company or any third party in respect of any act or omission in the actual or purported discharge of the duties of the relevant office concerned or otherwise in connection with the holding of that relevant office and for this purpose "**relevant office**" means that of director or other officer (other than an auditor) of the Company.

12.4 Regulation 118 in Table A shall not apply to the Company."

Please read the notes below before signifying your agreement to the resolutions.

The undersigned, a person entitled to vote on the above resolutions hereby irrevocably agrees to the resolutions on 19 October 2009.

Signed by David Higgins Signature [Signature]

(print name of signatory)

for and on behalf of THE OLYMPIC DELIVERY AUTHORITY.

Date: 19/10/09

## Notes

- 1 If you agree to the resolution, please signify your agreement by signing and dating this document and returning it to the Company Secretary at 23<sup>rd</sup> Floor, One Churchill Place, London E14 5LN by 5pm on 30 October 2009. If you would prefer to return this document electronically, please send a scanned copy of this document. If you do not agree to all of the resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 2 Unless by 5pm on 30 October 2009, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions please ensure that your agreement reaches us before or during this date together with any power of authority under which it is signed or a duly certified copy thereof.
- 3 Your agreement to these resolutions, once signed and received by the Company, may not be revoked.
- 4 In the case of joint registered holders, only the vote of the person whose name appears first in the register of members will be counted.
- 5 For a special resolution to be passed members representing 75 per cent. of the total voting rights of eligible members of the Company must consent to the resolution being passed by 5pm on 30 October 2009.