

LONDON & REGIONAL GROUP TRADING NO.2 LIMITED
(“the Company”)

COMPANY NUMBER: 6704230

COMPANIES ACT 2006

We, the undersigned, being the eligible members for the time being of the Company, hereby signify our irrevocable agreement to the following Special Resolution: -

Special Resolution

THAT the Articles of Association be altered by the addition of the following new Article 13 in substitution for, and to the exclusion of, the existing Article 13: -

13. (i) Subject to article 13(iii) a director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

(ii) Each director shall comply with his obligations to disclose the nature and extent of his interests in proposed and existing transactions and arrangements with the Company under sections 177 and 182 of the Companies Act 2006 (the “2006 Act”). A director shall not be required to disclose the nature and extent of his interests in proposed transactions and arrangements with the Company under this article 13(ii) where the interest or potential interest has arisen by reason of that director also acting as a director of any group undertaking (as defined in section 1161(5) of the 2006 Act).

(iii) The directors may (subject to such terms and conditions, if any, as they may think fit to impose from time to time, and subject always to their right to vary or terminate such authorisation) authorise:

(a) any matter which would otherwise result in a director infringing his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company and which may reasonably be regarded as likely to give rise to a conflict of interest (including a conflict of interest and duty or conflict of duties);

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(b) a director to accept or continue in any office, employment or position in addition to his office as a director of the Company and without prejudice to the generality of article (iii)(a) of this article 13 may authorise the manner in which a conflict of interest arising out of such office, employment or position may be dealt with, either before or at the time that such a conflict of interest arises; provided that for this purpose the director in question and any other interested director are not counted in the quorum at any board meeting at which such matter, or such office, employment or position, is approved and it is agreed to without their voting or would have been agreed to if their votes had not been counted.

(iv) For the purposes of this article 13 an interest includes both direct and indirect interests.

(v) A director shall not be regarded as in breach of the duty set out in section 175 of the 2006 Act in relation to conflicts of interest or potential conflicts of interest which arise by reason of that director also acting as a director of any group undertaking (as defined in section 1161(5) of the 2006 Act).

(vi) Where a matter, or office, employment or position, has been authorised by the directors subject to terms and conditions under article 13(iii), the director must act in accordance with those terms and conditions.

(vii) If a matter, or office, employment or position, has been authorised by the directors in accordance with this article 13 then:

(a) the director shall not be required to disclose any confidential information relating to such matter, or such office, employment or position, to the Company or to use such information in relation to the Company's affairs if to make such a disclosure or use would result in a breach of duty or obligation or confidence owed by him to another person in relation to or in connection with that matter, or that office, employment or position;

(b) the director may absent himself from meetings of the directors at which anything relating to that matter, or that office, employment or position, will or may be discussed; and

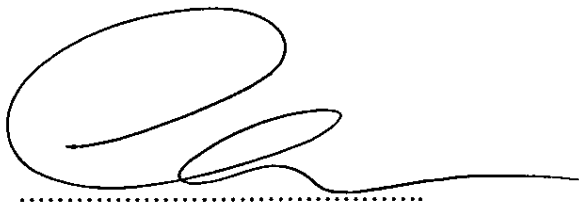
(c) the director may make such arrangements as such director thinks fit for Board and committee papers of the Company to be received and read by a professional adviser on behalf of that director.

(viii) The general duties which a director owes to the Company pursuant to sections 171 to 177 of the 2006 Act will not be infringed by anything done (or omitted to

be done) by a director in accordance with the provisions of this article or any terms or conditions imposed pursuant to article 13(iii).

(ix) A director shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any matter, or from any office, employment or position, which has been approved by the directors pursuant to this article 13 (subject to any limits or conditions to which such approval was subject), nor shall the receipt of such benefit constitute a breach of his duty under section 176 of the 2006 Act, and any contract, transaction or arrangement relating thereto shall not be liable to be avoided on the grounds of any such benefit.

(x) Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company.



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Director – for and on behalf of London & Regional Group Trading No.1 Limited



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Director/Secretary – for and on behalf of London & Regional Group Trading No.1 Limited

Dated: 19.11.08