

**THE COMPANIES ACT 2006**  
**WRITTEN RESOLUTIONS**  
**of**  
**EAC (SCOTLAND) (XL3) LIMITED**



**Date. 30<sup>th</sup> September 2008**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the above named company (the "**Company**") propose that the following resolutions (the "**Resolutions**") are passed in the case of resolution 1 as a ordinary resolution and in the case of resolution 2 as a special resolution

**ORDINARY RESOLUTION**

- 1 **THAT**, the directors be and they are hereby permitted, with effect from 1 October 2008 or such later date as the provisions of section 175 of the Companies Act 2006 (the "Act") are brought fully into effect, to authorise any conflict or potential conflict situation proposed to them under section 175(5)(a) of the Act, such authorisation to be given subject to the Act, on such terms and conditions as may be set out in the Company's Articles of Association from time to time or otherwise as the directors shall think fit

**SPECIAL RESOLUTION**

- 2 **THAT**, pursuant to section 9 of the Companies Act 1985, the Articles of Association of the Company be altered by adding the following new Article 38 therefore

**"38 PROCEEDINGS OF DIRECTORS – OVERRIDING PROVISIONS**

- 38.1 This article shall override and replace all other articles of the Company dealing with director's conflicts with effect from 1 October 2008

- 38 2 If a situation arises or exists on or after 1 October 2008 (or any later date on which the provisions of sections 175 to 177, 180 and 182 to 187 of the 2006 Act are brought fully into effect) in which a Director has or could have a direct or indirect interest that conflicts, or may potentially conflict, with the interests of the Company (other than an interest arising in relation to a transaction or arrangement with the Company or in circumstances which cannot reasonably be regarded as likely to give rise to a conflict of interest), without prejudice to the provisions of Articles 38 4 to 38 6, the Director concerned, or any other Director, may propose to the board that such situation be authorised, such proposal to be made in writing and delivered to the other Directors or made orally at a meeting of the board, in each case

setting out particulars of the relevant situation Subject to the 2006 Act, the Directors may authorise such situation and the continuing performance by the relevant Director of his duties as a Director of the Company on such terms as they may think fit

- 38 3 The relevant Director shall not be counted in the quorum at the relevant meeting of the Directors to authorise such situation nor be entitled to vote on the resolution authorising such situation
- 38 4 Subject to compliance by him with his duties as a Director under Part X of the 2006 Act (other than the duty in section 175(1) of the 2006 Act which is the subject of this Article 38 4) a Director may, at any time on or after 1 October 2008 or any later date on which the provisions of section 175 of the 2006 Act are brought fully into effect, notwithstanding his office or the existence of an actual or potential conflict between the interests of the Company and those of a Group Company which would fall within the ambit of that section 175(1), be a director or other officer of, employed by or otherwise interested, whether directly or indirectly, in any other Group Company (a "**Group Company Interest**") and the relevant Director
- 38.4.1 shall be entitled to attend any meeting or part of a meeting of the Directors or a committee of the Directors at which any matter which may be relevant to the Group Company Interest may be discussed, and to vote on any resolution of the Directors or a committee thereof relating to such matter, and any board papers relating to such matter shall be provided to the relevant Director at the same time as the other Directors,
- 38.4.2 shall not be obliged to account to the Company for any remuneration or other benefits received by him in consequence of any Group Company Interest, and
- 38.4.3 will not be obliged to disclose to the Company or use for the benefit of the Company any confidential information received by him by virtue of his Group Company Interest and otherwise than by virtue of his position as a Director, if to do so would breach any duty of confidentiality to any other Group Company or third party
- 38.5 Any Director who has a Group Company Interest shall, as soon as reasonably practicable following the relevant Group Company Interest arising, disclose to the Board the existence of such Group Company Interest and the nature and extent of such Group Company Interest so far as the relevant Director is able at the time the disclosure is made PROVIDED that no such disclosure is required to be made of any matter in respect of which the relevant Director owes any duty of confidentiality to any third party A disclosure made to the Board under this Article 38 5 may be made either at a meeting of the Board or by notice in writing to the Company marked for the attention of the Directors
- 38 6 Notwithstanding the provisions of Article 38 4 the Parent may at any time, by notice in writing to the Company, direct that any [Group Company Interest or any such other] actual or potential conflict of interest as a Director may have been submitted to the Parent for authorisation If such a direction is made, the authorisation may be given by the consent in

writing of the Parent [Upon such consent being given, the provisions of Articles 38 4 1 to 38 4 3 (in the case of a Group Company Interest) shall apply]

38.7 No contract entered into shall be liable to be avoided by virtue of

any Director having an interest of the type referred to in Article 38 2 where the relevant situation has been approved as provided by that Article, or

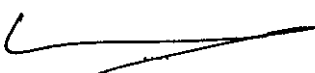
any Director having a Group Company Interest which falls within Article 38 4 or which is authorised pursuant to Article 38 6

38.8 The provisions of Articles 38 2 to 38 7 shall not apply to a conflict of interest which arises in relation to an existing or proposed transaction or arrangement with the Company but the following provisions of this Article 38 8 and Article 38 9 shall so apply Any Director may be interested in an existing or proposed transaction or arrangement with the Company provided that he complies with the 1985 Act (or, from 1 October 2008 (or any later date on which the provisions of sections 177, 180 and 182 to 187 of the 2006 Act are brought fully into force) the 2006 Act) and (if applicable) Regulations 85 and 86 of Table A

38.9 Without prejudice to the obligation of each Director to declare an interest in accordance with the 1985 Act (or, from 1 October 2008 (or any later date on which the provisions of sections 177, 180 and 182 to 187 of the 2006 Act are brought fully into effect), the 2006 Act), a Director may vote at a meeting of the Board or of a committee of the Board on any resolution concerning a matter in which he has an interest, whether direct or indirect, which relates to a transaction or arrangement with the Company, or in relation to which he has a duty Having so declared any such interest or duty he may have, the Director shall be counted in the quorum present when any such resolution is under consideration and if he votes on such resolution his vote shall be counted

38 10 At such times as the Company has only a sole director his decisions and declarations of interest pursuant to Article 38 5 and/or Article 38 8 shall be recorded in writing and the written record shall be provided to the Parent

38 11 The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of calling a general meeting and if there are no such directors remaining then the member(s) may call a general meeting "



Chairman