

Company Number 02652843

**THE COMPANIES ACT 2006**

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**PRIVATE COMPANY LIMITED BY SHARES**

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**WRITTEN RESOLUTION**

of

**NEC FINANCE LIMITED (the "Company")**

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**Passed on 1 MAY 2015**

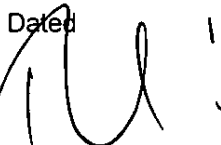
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In accordance with Chapter 2 of Part 13 of the Companies Act 2006 the resolution below was duly passed as a special resolution on 2015

**SPECIAL RESOLUTION**

- 1 **THAT** the provisions (as the same may be amended, varied, supplemented or substituted from time to time) of the documents relating to or in contemplation of the sale of the Company's sole member, The National Exhibition Centre Limited, to Nevada Bidco Limited, (including but not limited to, the documents which are described in the schedule to this resolution) (the "**Transaction Documents**") be and are hereby approved (notwithstanding any provisions of the memorandum and articles of association of the Company or any personal interest of any of the directors of the Company) as being in the best interests of the Company and its stakeholders and therefore we hereby confirm that the directors of the Company are or were empowered and authorised to complete and enter into the Transaction Documents to which the Company is a party and we hereby approve and ratify the directors of the Company completing and entering into the Transaction Documents to which the Company is a party

Dated 1 MAY 2015



Director

WEDNESDAY



A07 13/05/2015 #297  
COMPANIES HOUSE

**Schedule**

<b>Document</b>	<b>Parties</b>
Stock Purchase and Cancellation Deed	(1) Birmingham City Council (2) NEC Finance plc (3) Company (4) Equiniti (5) The Law Debenture Trust Corporate plc
Side letter relating to Stock Purchase and Cancellation Deed	(1) Birmingham City Council (2) The National Exhibition Centre Limited (3) Company
Stock Transfer Forms relating to The National Exhibition Centre Limited Loan Stock	(1) Company