
VERA CRUZ (MEXICO) RAILWAYS LIMITED

(the *Company*)

PRIVATE COMPANY LIMITED BY SHARES

MEMBER'S WRITTEN RESOLUTION

We the undersigned being the sole member of the Company entitled to attend and vote at general meetings of the Company, hereby pass the following resolution in accordance with the Articles of Association of the Company and **RESOLVE**

ORDINARY RESOLUTION OF THE HOLDER OF ORDINARY SHARES

(a) **THAT**, each of the 25,000 issued preference shares of £10 each in the share capital of the Company (a *Preference Share*) be and is hereby reclassified as one new ordinary share of £10 each in the share capital of the Company (an *Ordinary Share*) This resolution shall be conditional upon the passing of, and take effect simultaneously with, Resolutions (b) and (c) taking effect

CLASS CONSENT OF THE HOLDER OF ORDINARY SHARES

(b) **THAT**, (pursuant to section 630 of the Companies Act 2006) every variation, modification or abrogation of the rights, privileges and restrictions attaching to the existing Ordinary Shares which will be effected by Resolution (a) be and is hereby approved This resolution shall be conditional upon the passing of, and take effect simultaneously with, Resolutions (a) and (c) taking effect

CLASS CONSENT OF THE HOLDER OF PREFERENCE SHARES

(c) **THAT**, (pursuant to section 630 of the Companies Act 2006) every variation, modification or abrogation of the rights, privileges and restrictions attaching to the existing Preference Shares which will be effected by Resolution (a) be and is hereby approved This resolution shall be conditional upon the passing of, and take effect simultaneously with, Resolutions (a) and (b) taking effect



A C Miller

On behalf of Pearson Management Services Limited

Dated 26 October 2010

WEDNESDAY



RM 03/11/2010 30
COMPANIES HOUSE