

ALLCHURCHES TRUST LIMITED

Company No. 1043742

CERTIFIED COPY OF SPECIAL RESOLUTIONS PASSED ON 26TH JULY 2007

At the Annual General Meeting of Allchurches Trust Limited held at Church House, Dean's Yard, Westminster, London SW1P 3NZ on Thursday 26th July 2007 at 12.15, the following resolutions were passed as Special Resolutions:

- (1) THAT the Memorandum of Association of the Company be amended as follows.
- (a) by the addition of a new clause 3(U) (and consequential re-lettering of the existing clause 3(U) and 3(V) as 3(V) and 3(W) correspondingly), as follows

"[SIDE NOTE – To indemnify directors]"

- (U) To provide indemnity insurance for the directors or any other officer of the Company in relation to any such liability as is mentioned in paragraph (i) below, but subject to the restrictions specified in paragraph (ii) below

- (i) The liabilities referred to above are

- (a) any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Company,
 - (b) The liability to make a contribution to the Company's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading)

- (ii)(a) The following liabilities are excluded from paragraph (i)(a)

- (i) fines imposed in criminal proceedings or penalties incurred as a result of non-compliance with regulatory requirements,
 - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Director or other officer,
 - (iii) liabilities to the Company that result from conduct that the Director or other officer knew or must be assumed to have known was not in the best interests of the Company or about which the person concerned did not care whether it was in the best interest of the Company or not



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(ii)(b) There is excluded from paragraph (i)(b) any liability to make such a contribution where the basis of the Director's liability is his or her knowledge prior to the insolvent liquidation of the Company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Company would avoid going into insolvent liquidation "

(b) by the addition to paragraph 4, after the words "or let to the Company" and before the words "Notwithstanding the" on the twenty-first line of that paragraph, of the following

"or the payment of any premiums in connection with any indemnity insurance for any director provided in accordance with, and subject to restrictions in, paragraph 3(U) "

(2) THAT the Articles of Association of the Company be amended by the addition of a new Article 66 as follows

"Indemnity

[SIDE NOTE – indemnity to directors]

66 The Company shall indemnify every person who is or was a director or other officer of the Company (other than any person (whether or not an officer of the Company) engaged by the Company as auditor) against any liability incurred by such person in that capacity in the case of a director or former director, only to the extent permitted by section 309A of the Companies Act 1985 "

For and on behalf of
Allchurches Trust Limited



R J Hall
Company Secretary