

Company No. 01234879

THE COMPANIES ACTS 1985 - 2006

SPECIAL RESOLUTION

OF

L.D.C. TRUST MANAGEMENT LIMITED

By means of a written resolution dated 26 September 2008, and signed by all the members of the above-named Company, entitled to receive notice of and to attend and vote at General Meetings, the following Special Resolution was passed

SPECIAL RESOLUTION

ARTICLES OF  
ASSOCIATION

**"THAT the Articles of Association of the Company be amended by deleting Article 12.3 and substituting it with the following:-**

'Any potential or actual conflict of interest of a director, as defined in section 175 of the Companies Act 2006, should be identified by the board of directors who have the power to consider and, if deemed appropriate, authorise the conflict "Director" includes persons connected with a director as defined in section 252 of the Companies Act 2006 The director under consideration should take no part in the discussion nor vote on the resolution to authorise the conflict and a majority of the remaining directors voting is required to pass such resolution No authorisation of a potential or actual conflict of interest relieves a director receiving such authorisation from his statutory and fiduciary duties Where a director, having received authority for a potential conflict situation, is subsequently judged to be in a position of actual conflict, the remaining directors must resolve to exclude the director in question from all discussion on the subject or resolve to take other such action as deemed appropriate ' "



For and on behalf of Law Debenture Corporate Services Limited  
Secretary

TUESDAY



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30/09/2008

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COMPANIES HOUSE