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COMPANIES HOUSE

Company number: 02404071

**NESTRON LIMITED**  
(the "Company")

**Written Resolution of the Members of the Company**  
(Proposed by the Directors)

**CIRCULATION DATE:** 30 April 2009

In accordance with Part 13, Chapter 2 of the Companies Act 2006 (the "Act"), the directors of the Company (the "Directors") propose that the resolution set out below be submitted to the sole member of the Company as a written resolution and passed as a special resolution (the "Resolution").

**THAT:**

1. the Directors may (subject to such terms and conditions, if any, as they may think fit to impose from time to time, and subject always to their right to vary or terminate such authorisation):
  - a. authorise, to the fullest extent permitted by law, any matter which would otherwise result in a Director infringing his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company or which may reasonably be regarded as likely to give rise to a conflict of interest (including a conflict of interest and duty or conflict of duties); and
  - b. without prejudice to the generality of paragraph 1.a. above, authorise, to the fullest extent permitted by law, a Director to accept or continue in any office, employment or position in addition to his office as a Director of the Company and may authorise the manner in which a conflict of interest arising out of such office, employment or position may be dealt with,

provided that for this purpose:

  - i. the requirement as to quorum at the meeting at which the matter is considered is met without counting the Director in question or any other interested Director; and
  - ii. the authorisation is agreed to without such Directors voting or would have been agreed to if their votes had not been counted.
2. the following matters be and are hereby authorised and ratified to the fullest extent provided by law:
  - a. any matter which could be deemed to result in a Director infringing his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company and which may reasonably be regarded as likely to give rise to a conflict of interest (including a conflict of interest and duty or conflict of duties), including but not limited to any issues arising out of or pursuant to:
    - i. directorships held by Mr A M Woods in the following companies: Gerard Versteegh Holdings Limited, Caerwent Storage Limited, Versteegh Limited, Vestrine Limited, Gestfair Limited, Gestrix Limited, Spritebeam Limited, Nestron Limited, Baylife plc, Carlyon Bay Management Services Limited, Port Eden Limited, Ibrend Holdings BV, Ibrend Limited, Commercial Estates Group Limited, Commercial Estates Investments Limited, Commercial Estates Management Limited and Commercial Estates Projects Limited and/or any arrangement or transaction which

the Company may have made or entered into with any of those companies;

- ii. directorships held by Mr J A Scott in the following companies: Gerard Versteegh Holdings Limited, Versteegh Limited, Vestrine Limited, Gestfair Limited, Gestrix ~~Limited~~, Spritebeam Limited, Nestron Limited, Baylife plc, Carlyon Bay Management Services Limited, GLP Properties AB, Castleton Court Management Company Limited, Centech Park Management Company Limited, Ibrend Holdings BV, Ibrend Limited, CEC-GLP Serviced Offices Limited, Commercial Estates Group Limited, Commercial Estates Investments Limited, Commercial Estates Management Limited, Commercial Estates Projects Limited and Commercial Estates Services Limited and/or any arrangement or transaction which the Company may have made or entered into with any of those companies;
- iii. directorships held by Mr G R B Wilson in the following companies: Gerard Versteegh Holdings Limited, Versteegh Limited, Vestrine Limited, Gestfair Limited, Gestrix ~~Limited~~, Spritebeam Limited, Nestron Limited, GLP Properties AB, Castleton Court Management Company Limited, Centech Park Management Company Limited, CEC-GLP Serviced Offices Limited, Commercial Estates Group Limited, Commercial Estates Investments Limited, Commercial Estates Management Limited, Commercial Estates Projects Limited and Commercial Estates Services Limited and/or any arrangement or transaction which the Company may have made or entered into with any of those companies;
- iv. directorships held by Mr T Renwick in the following companies: Commercial Estates Group Limited, Commercial Estates Investments Limited, Commercial Estates Management Limited and Commercial Estates Projects Limited and/or any arrangement or transaction which the Company may have made or entered into with any of those companies; and

b. the acceptance by a Director of or continuance in any office, employment or position with any of the companies referred to in paragraph 2a. of this resolution or Petersfield Sports Cars Limited, Brockham Park Residents Management Company Limited or Brunswick Business Park Limited in addition to his office as a Director of the Company.

3. if any matter or office, employment or position, which gives rise to a conflict of interests or a possible conflict of interests has been authorised in accordance with paragraph 1. or 2. above then, without prejudice to any equitable principle or law which may excuse the Director in question from disclosing information in circumstances where disclosure would otherwise be required, or from attending meetings or receiving and reading documents in circumstances where such actions would otherwise be required:

- a. the Director in question shall not be required to disclose to the Company, or use for the benefit of the Company, any confidential information relating to such matter, or such office, employment or position, if to make such a disclosure would result in a breach of a duty or obligation of confidence owed by him in relation to or in connection with that matter, or that office, employment or position; and
- b. the Director in question may absent himself from meetings of the Directors at which any matter to which the conflict of interests or possible conflict of interests relates will or may be discussed; and

the Director in question may make such arrangements as such Director thinks fit not to receive documents and information in relation to any matter to which the conflict of interests or

possible conflict of interests relates, or for such documents and information to be received and read by a professional adviser on behalf of that Director.

4. a Director shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any matter, or from any office, employment or position, which has been approved by paragraph 1. or 2. above (subject in any such case to any limits or conditions to which such approval was subject), nor shall the receipt of any such benefit constitute a breach of his duty under Section 176 of the Companies Act 2006.

We, being the sole member of the Company, hereby signify our irrevocable agreement to the resolution as indicated above, in accordance with the acceptance procedure set out below.

Signed:  .....

Name of duly authorised signatory: AMES WIGSON

**FOR and on BEHALF of: VERSTEEGH LIMITED**

Date: 30 April 2009