

Company Number 4602504

AMEY LUL 2 LIMITED

(the *Company*)

Written Member Resolutions

Date 27 April 2010 (the *Circulation Date*)

Certified as a true copy of the original
Signed for and on behalf of
Sherard Secretariat Services Limited
Company Secretary

MONDAY



LD4

"LOTZVJVA"

10/05/2010

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COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the *Act*) **WE**, being the sole member of the Company who at the date of these resolutions would be entitled to attend and vote at a general meeting of the Company, **CONFIRM** and **AGREE** that the following resolutions shall have effect as if passed at a general meeting of the Company duly convened and held. Resolutions 1 and 2 shall each be passed as an ordinary resolution and resolution 3 shall be passed as a special resolution (together, the *Written Resolutions*). Accordingly **WE RESOLVE:**

ORDINARY RESOLUTIONS

1 **THAT** matters may be authorised by the directors of the Company in accordance with section 175(5)(a) of the Act

2 **THAT** the Notice of Group Specific Conflicts attached to these Written Resolutions at Appendix 1 containing the declarations of interest of each of the Directors of the Company for the purposes of section 175(5)(a) of the Act, and any direct or indirect interest arising from such directorships and other situations disclosed in the attached declarations of interest and any directorships of any Affiliate of the Company held or to be held by a Director which conflict or possibly may conflict with the Company's interests be and are hereby authorised, and any breach of duty under section 175 of the Act be and is hereby ratified.

For the purpose of this resolution, *Affiliate* means in relation to the Company, any other legal person or entity controlled by the Company or by any holding company of the Company from time to time and, for the purpose of this definition, the term control shall mean, in relation to any legal person or other entity, the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of such legal person or other entity, whether through the ownership of voting securities or by contract or otherwise

SPECIAL RESOLUTIONS

We note that the directors of certain companies within the corporate structure of the Company (the *Group Companies*) have also made declarations of interests (the *Group Specific Conflicts*) which conflict or possibly may conflict with the interests of those Group Companies for the purposes of section 175 of the Act. We further note that pursuant to section 175(6) of the Act, the authorisation of the Group Specific Conflicts by the directors of the relevant Group Companies is in some cases not possible as a quorum at the approving board meeting cannot be achieved without counting the director or directors in question or any other interested directors, and the matter cannot be agreed to without their voting or without counting their votes

3. We note that, certain of the Group Companies have received advice to the effect that in order for the Group Specific Conflicts to be authorised, Amey Ventures Limited, as the first shareholder within the group corporate structure with a board quorum of non-conflicted directors, should authorise the Group Specific Conflicts at each level of the group's corporate

chain and that the shareholder of each subsidiary company of the Company should then in turn authorise the Group Specific Conflicts of each relevant subsidiary company

4 Accordingly, it was noted that

- (a) the Company had notified Amey Ventures Limited, of the interests of each of the directors of the Company,
- (b) the members of Amey Ventures Limited had passed written resolutions dated on or about the date of this resolution (the *Amey Ventures Resolutions*) containing, *inter alia*, the declarations of interest of each of the directors of the Company in relation to the Group Specific Conflicts (where applicable) for the purposes of section 175 of the Act, and authorisation and ratification of any direct or indirect interest arising from such directorships and other situations disclosed in the declarations attached to the Amey Ventures Resolutions, and the necessary resolutions to authorise all of its subsidiary undertakings to pass the relevant resolutions to authorise and ratify the directors conflicts, to the extent applicable to those subsidiary undertakings,
- (c) the Company's member had subsequently passed resolutions authorising and ratifying the Group Specific Conflicts in relation to the directors of the Company, and
- (d) the Company's member had subsequently passed resolutions which authorise the Company to pass its own resolutions to authorise and ratify the Group Specific Conflicts of its direct subsidiary undertakings (if applicable), and to authorise its subsidiary undertakings (if applicable) accordingly and so on down the group corporate chain until the members of each subsidiary undertaking have authorised and ratified all of the Group Specific Conflicts which conflict or possibly may conflict with the interests of that subsidiary undertaking (the *Subsidiary Conflicts Resolutions*)

Accordingly, **WE RESOLVE:**

5 **THAT** any of the Group Specific Conflicts which conflicts or possibly may conflict with the interests of any subsidiary undertaking of the Company be and is hereby authorised, and any breach of duty which has arisen or may arise from any such conflict be and is hereby ratified, **AND THAT** the board of directors of the Company be authorised to

- (a) pass any required shareholder resolutions of the Company's subsidiary companies (if applicable), and
- (b) authorise the boards of directors of those subsidiary companies to pass shareholder resolutions of their own subsidiary companies (and so on down the group corporate chain), in each case until the members of each Group Company have
 - (i) authorised any of the Group Specific Conflicts which conflicts or possibly may conflict with the interests of that Group Company, and
 - (ii) ratified any breach of duty which has arisen or may arise from any such conflict

AGREEMENT TO WRITTEN RESOLUTIONS

Please read the notes at the end of this document before signifying your agreement to the Written Resolutions

Notice of Group Specific Conflicts

Director	Company/firm/connected person	Nature and extent of interest/connection
Melvyn Ewell	Amey Ventures Limited	Director
	JNP Ventures Limited	Director
	Amey Tube Limited	Director
	JNP Ventures 2 Limited	Director
	Amey LUL 2 Limited	Director
	Tube Lines (Holdings) Limited	Director
Andrew Nelson	Amey Ventures Limited	Director
	JNP Ventures Limited	Director
	Amey Tube Limited	Director
	JNP Ventures 2 Limited	Director
	Amey LUL 2 Limited	Director
	Tube Lines (Holdings) Limited	Director
Keith Cottrell	Amey Ventures Limited	Director
	JNP Ventures Limited	Director
	Amey Tube Limited	Director
	JNP Ventures 2 Limited	Director
	Amey LUL 2 Limited	Director
	Tube Lines (Holdings) Limited	Director
Chris Fenton	JNP Ventures Limited	Director
	Amey Tube Limited	Director
	JNP Ventures 2 Limited	Director
	Amey LUL 2 Limited	Director
	Tube Lines (Holdings) Limited	Director