

Company No: 08337310

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTION IN WRITING
of
DLG HOLDCO LIMITED
("Company")

THURSDAY



Passed the 24 day of JULY 2013

By a written resolution agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of the required number of the members of the Company who, at the date of circulating the resolution, were entitled to vote on the resolution the following resolution(s) of the Company was/were duly passed

SPECIAL RESOLUTION

That Article 14 of the Company's Articles of Association be removed and a new article 14 be inserted as follows:

14 DIRECTORS' INTERESTS

14 1 Subject to these Articles and the 2006 Act, and provided that he has disclosed to the directors the nature and extent of any interest of his, a director

14 1 1 may be a party to or otherwise interested in any transaction or arrangement with the Company or in which the Company is in any way interested,

14.1 2 may hold any other office or employment with the Company (other than the office of auditor),

14 1 3 may be a director or other officer of, or employed by, or be a party to any transaction or arrangement with or otherwise interested in any body corporate in which the Company is in any way interested,

14 1.4 may, or any firm or company of which he is a member or director may, act in a professional capacity for the Company or any body corporate in which the Company is in any way interested (other than as auditor), and

14 1 5 shall not be accountable to the Company for any benefit which he receives or profits made as a result of anything permitted by **Articles 14.1.1 to 14.1.4** and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit

14 § 2 Except for a vote under section 175(4) of the 2006 Act authorising any conflict of interest which a director or any other interested director may have or where the terms of authorisation of such conflict provide that a director may not vote in situations prescribed by the directors when granting such authorisation, a director will be entitled to participate in the decision making process for voting and quorum purposes on any of the matters referred to in **Articles 14.1.1 to 14.1.4** and in any of the circumstances set out in Model Articles 14(3) and 14(4)

14 §.3 For the purposes of these Articles references to decision making process includes any directors' meeting or part of a directors meeting

14 § 4 For the purposes of **Article 14.1.**

14 § 4 1 a general notice given in accordance with the 2006 Act is to be treated as a sufficient declaration of interest;

14 §.4.2 a director is not required to declare an interest either where he is not aware of such interest or is not aware of the transaction or arrangement in question; and

14 §.4 3 an interest of a director who appoints an alternate director shall be treated as an interest of the alternate director

Signed:

Director/Secretary



Dated 24 JULY 2013