

Company No. 08022435

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

EUROPEAN INVESTMENTS (SCEL) LIMITED

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24/08/2012

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COMPANIES HOUSE

The following Special Resolution was duly passed in accordance with the Company's Articles of Association on 18 July 2012 by European Investments (SCEL) Limited, the sole member of the Company entitled to receive notice of, and to attend and vote at general meetings

"THAT pursuant to Article 14(3)(a) of the articles of association of the Company the provisions of the articles of association of the Company which would otherwise prevent a director from being counted as participating in the decision-making process are hereby disappplied

THAT, with effect from the passing of this resolution, the articles of association of the Company be altered by the insertion of the following new Articles immediately after Article 14(7)

New Articles

14(8) Subject to these Articles and the Companies Act, and provided that he has disclosed to the directors the nature and extent of any interest of his, a director

- a) 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,
- b) may hold any other office or employment with the Company (other than the office of auditor),
- c) 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,
- d) 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 any way interested (other than as auditor), and or/
- e) 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 8(a) -14 8(d) and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit

14(9) Except for a vote under section 175(4) of the Companies 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(8)(a) to 14(8)(e) and in any of the circumstances set out in Model Articles 14(3) and 14(4)

14(10) For the purposes of these Articles references to decision making process includes any directors' meeting or part of a directors meeting

14(11) For the purposes of Article 14(8)

- 1 1 1 a general notice given in accordance with the 2006 Act is to be treated as a sufficient declaration of interest,
- 1 1 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
- 1 1 3 an interest of a director who an interest of a director who appoints an alternate director shall be treated as an interest of the alternate director

14(12) Model Articles 14(1), 14(2) and 14(5) shall not apply to the Company"

Dated 18 July 2012

Alison Wyllie
Company Secretary

