

THE COMPANIES ACTS 1985 to 2006

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

ACCESS INDUSTRIES (UK) LIMITED  
(the "Company")

3 March 2009

(the "Circulation Date")

TUESDAY



"L99JM7U9"  
LD4 03/03/2009 96  
COMPANIES HOUSE

The undersigned, being the sole person who at the circulation date of this resolution has the right to attend and vote at a general meeting of the Company, and together holding not less than seventy-five percent of the votes which may be cast at a general meeting of the Company, irrevocably agrees to the following resolution of the Company, having effect as a special resolution in each case in accordance with Part 13 Chapter 2 of the Companies Act 2006:

**SPECIAL RESOLUTION**

**THAT** the existing articles of association of the Company be amended by inserting new Articles 37, 38, 39, 40 and 41 and renumbering the remaining articles accordingly:

**"Directors' power to authorise conflicts of interest**

- 37** The directors may, on such terms as they may determine, authorise any matter which involves, or which could reasonably be expected to involve, a director (the "**Conflicted Director**") in breaching 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 (a "**Conflict Matter**"). Where such authorisation is duly given in accordance with law and with these Articles, the Conflicted Director will not have infringed such duty in respect of the relevant Conflict Matter where he acts in accordance with such authorisation.
- 38** A Conflicted Director who seeks authorisation of a Conflict Matter must inform the directors in writing of both the nature and extent of his interest in a Conflict Matter as soon as practicable after his becoming aware of the Conflict Matter and must provide sufficient details of the Conflict Matter to allow the directors properly to evaluate the Conflict Matter, together with any additional information which the directors may request.
- 39** Any director (other than the Conflicted Director) may propose that the Conflict Matter be authorised. Such proposal and any authority given by the directors shall be effected

by a resolution of the directors passed at a meeting of directors or by written resolution, in each case in accordance with the provisions of these Articles governing the proceedings of directors, save that:

- (a) the Conflicted Director and any other director with a similar or related interest to the Conflict Matter will not count in the quorum and will not vote on a resolution giving such authority; and
- (b) notwithstanding any other provision of these Articles, if the Conflicted Director (or any other director with a similar or related interest to the Conflict Matter) is a director whose presence is otherwise required for a quorum, his or their absence shall not invalidate the quorum (but only to the extent that the matter considered and voted upon by the directors is solely a Conflict Matter involving that Conflicted Director or any other director with a similar or related interest to the Conflict Matter).

39 Where the directors resolve to give authority for a Conflict Matter:

- (a) the Conflicted Director will not be obliged to disclose any information which he obtains (otherwise than through his position as a director of the Company) that is confidential to a third party where to do so would amount to a breach of that confidence; and
- (b) the directors may revoke or vary the terms of such authority (including imposing additional terms) at any time in such manner as it considers reasonably necessary to protect the interests of the Company, but this will not affect the validity of anything done by the Conflicted Director prior to such revocation or variation in accordance with the terms of such authority nor constitute a breach of any duty by that Conflicted Director in respect thereof.

40 A Conflicted Director shall not be required to account to the Company for any benefit he receives or profit he makes as a result of any Conflict Matter duly authorised under Article 36, and no contract shall be liable to be avoided on the grounds of any director having any type of interest authorised under Article 36 or which is authorised by an ordinary or special resolution of the Company.”

Please read the notes at the end of this document before signifying your agreement to the resolutions.

Date: 3 March 2009



Access Industries Inc (100%)

## NOTES

1. *If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:*

- **By Hand:** *delivering the signed copy to Thomas Harding at Access Industries (UK) Limited, 40 Queen Anne's Gate, London, SW1H 9AP.*
- **Post:** *returning the signed copy by post to Thomas Harding at Access Industries (UK) Limited, 40 Queen Anne's Gate, London, SW1H 9AP.*
- **E-mail:** *by attaching a scanned copy of the signed document to an e-mail and sending it to [THarding@accind.com](mailto:THarding@accind.com). Please enter "Written resolutions dated 2009" in the e-mail subject box.*

*If you do not agree to the resolution, you do not need to do anything; you will not be deemed to agree if you fail to reply.*

2. *Once you have indicated your agreement to the resolution, you may not revoke your agreement.*

3. *Unless, by 2009, sufficient agreement has been received for the resolution to pass, it will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or during this date.*

4. *In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.*

5. *If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.*