

**SPECIAL RESOLUTIONS
OF
DELTA LIMITED
(the "Company")
Passed on 10 December 2010**

The following resolutions were duly passed as special resolutions at a general meeting of the Company duly convened and held at Bridewell Gate, 9 Bridewell Place, London EC4V 6AW on 10 December 2010 at 3 p m

THAT

1 the articles of association of the Company be amended so that

(A) Article 5(A)(i) reads as follows:

"first, in paying to the holders of the First Preference Shares a fixed cumulative preferential dividend at the rate of 4 2 per cent per annum, exclusive of associated tax credit, on the amount paid up on the First Preference Shares held by them respectively and to be payable half-yearly on the 30th day of June and the 31st day of December in every year and, subject to a reduction of capital taking effect in relation to the First Preference Shares by 31 December 2010, a single dividend of 10p, and", and

(B) Article 5(B)(i) reads as follows:

"first, in repaying to the holders of the First Preference Shares the amounts paid up on such First Preference Shares held by them respectively together with a sum equal to any arrears or deficiency of the fixed cumulative dividend thereon calculated down to the date of the return of capital and to be payable irrespective of whether such dividend has been declared or earned or not and, subject to a reduction of capital taking effect in relation to the First Preference Shares by 31 December 2010, a single dividend of 10p, and"



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subject to the passing of resolutions 1 and 3 and all the resolutions of the holders of Ordinary Shares, the holders of First Preference Shares and the holders of Second Preference Shares at the class meetings to be held following this general meeting pursuant to the Company's articles of association, the share capital of the Company be reduced by cancelling and extinguishing the First Preference Shares, in consideration for which there shall be repaid to the holders of the First Preference Shares, whose names appear on the register of members as such at the close of business on the day preceding the effective date of the said reduction of capital, the amounts paid up on such First Preference Shares held by them respectively together with a dividend equal to any arrears or deficiency of the fixed cumulative dividend thereon calculated down to the effective date of the reduction of capital and a single dividend of 10p

3 subject to the passing of resolutions 1 and 2 and all the resolutions of the holders of Ordinary Shares, the holders of First Preference Shares and the

holders of Second Preference Shares at the separate class meetings to be held following this general meeting pursuant to the Company's articles of association, the share capital of the Company be reduced by cancelling and extinguishing the Second Preference Shares, in consideration for which there shall be repaid to the holders of the Second Preference Shares, whose names appear on the register of members as such at the close of business on the day preceding the effective date of the said reduction of capital, the amounts paid up on such Second Preference Shares held by them respectively together with a dividend equal to any arrears or deficiency of the fixed cumulative dividend thereon calculated down to the effective date of the reduction of capital

For the purpose of the resolutions, the following terms shall bear the following meanings

- "First Preference Shares"** means the 6% cumulative first preference shares of £1 each in the capital of the Company,
- "Ordinary Shares"** means the ordinary shares of 0.25p each in the capital of the Company,
- "Second Preference Shares"** means the 4.5% cumulative second preference shares of £1 each in the capital of the Company,

Signed 
For and on behalf of David Venus & Company LLP
Company Secretary

Company number: 26077

**SPECIAL RESOLUTION
OF THE HOLDERS OF THE ORDINARY SHARES
OF
DELTA LIMITED
(the "Company")
Passed on 10 December 2010**

The following resolution was duly passed as a special resolution at a class meeting of the holders of the Ordinary shares of 0.25p each of the Company duly convened and held at Bridewell Gate, 9 Bridewell Place, London EC4V 6AW on 10 December 2010 at 3.05 p.m.

THAT

- 1 subject to the passing of all the resolutions at the general meeting of the Company convened for 10 December 2010 and all the resolutions of the holders of First Preference Shares and the holders of Second Preference Shares at the class meetings to be held following this class meeting pursuant to the Company's articles of association, any variation, modification or abrogation of the special rights, privileges or conditions attaching to the Ordinary Shares occasioned by the amendments to the articles of association of the company or otherwise pursuant to the resolutions proposed at the general meeting of the Company convened for 10 December 2010 be and are hereby approved

For the purpose of the resolution, the following terms shall bear the following meanings

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| "First Preference Shares" | means the 6% cumulative first preference shares of £1 each in the capital of the Company, |
| "Ordinary Shares" | means the ordinary shares of 0.25p each in the capital of the Company, |
| "Second Preference Shares" | means the 4.5% cumulative second preference shares of £1 each in the capital of the Company, |


Signed
For and on behalf of David Venus & Company LLP
Company Secretary