

THE COMPANIES ACTS 1948 to 1980 ("THE ACTS")

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COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

of

CLEANAWAY LIMITED

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(Adopted by Special Resolution passed  
on the 22nd day of December 1980)  
(As amended by Special Resolution passed 19.3.92)

PRELIMINARY

1. The Regulations contained in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter called "Table A") shall, except where the same are excluded or varied by or are inconsistent with these Articles, apply to the Company. Except as otherwise stated references herein to Regulations in Table A shall be construed as referring to those contained in Part I thereof.

SHARE CAPITAL

2. The authorised share capital of the Company is £20,000,000 divided into 93,268,594 Ordinary Shares of 20p each and 6,731,406 Deferred Shares of 20p each.
3. Subject to any direction to the contrary that may be given by the Company in general meeting all the shares of the Company for the time being unissued shall be at the disposal of the Directors who may offer, allot, grant options over or otherwise dispose of them to such persons at such times and for such consideration and upon such terms and conditions as the Directors may determine, but so that no shares shall be issued at a discount except in accordance with Section 57 of the Act.
4. In Regulation 11 of Table A the words "(not being a fully paid share)" and "(other than fully paid shares)" shall be omitted.
5. In Regulation 15 of Table A the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be omitted.

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6. The instrument of transfer of a share shall be signed by or on behalf of the Transferor and the Transferor shall be deemed to remain the holder of the share until the name of the Transferee is entered in the Register of Members of the Company in respect thereof; provided that in the case of a partly paid share the instrument of transfer must also be signed by the Transferee. Regulation 22 of Table A shall not apply to the Company.

#### GENERAL MEETINGS

7. Subject to the provisions of the Acts a resolution in writing signed by all the Members of the Company who would be entitled to receive notice of and to attend and vote at a General Meeting at which such resolution was to be proposed or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys, and signature in the case of a corporate body which is a Member shall be sufficient if made by a Director thereof or its duly appointed attorney. Regulation 5 of Part II of Table A shall not apply to the Company.

8. The words "one member" shall be substituted for the words "two members" in Regulation 49 of Table A.

#### VOTES OF MEMBERS

9. (A) On a show of hands every Member of the Company present in person at any General Meeting of the Company who is the holder of one or more Ordinary Shares in the capital of the Company shall have one vote and on a poll every such Member who is present in person or by proxy shall have one vote for each such Ordinary Share of which he is the holder.

(B) The holders of the Deferred Shares in the capital of the Company shall have no right as such to receive notice of or attend or vote at any General Meeting of the Company. At any separate General Meeting of the holders of the Deferred Shares on a show of hands every such holder present in person shall have one vote and on a poll every such holder who is present in person or by proxy shall have one vote for each Deferred Share of which he is the holder.

(C) Regulation 62 of Table A shall apply to the Company subject to paragraphs (A) and (B) of this Article.

#### DIRECTORS

10. Until otherwise determined by the Company in General Meeting the number of Directors shall not be less than two. Regulation 75 of Table A shall not apply to the Company.