

SUBTERRA LIMITED



The following resolution was passed as a special resolution at an Extraordinary General Meeting of the Company held at 14 Cavendish Place, London W1M 9DJ on 22 January 1992:

That the Articles of Association of the Company be amended as follows:

- (i) The following be inserted as a new article 17A:

A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

- (ii) The following be inserted as a new article 18(3):

Regulation 98 of Table A shall be deemed to be amended by deleting the sentence:

"In case of an equality of votes, the Chairman shall have a second or casting vote"

and adding the following:

"The members (or a majority thereof) may from time to time give written notice to the Company that, in the case of an equality of votes of Directors, specified Directors of the Company (or their alternates) shall be entitled to two votes each. Thereafter, in the event of an equality of votes such specified Directors shall be deemed to have two votes each. Any such notice as may have been given to the Company by the members pursuant to this article may be varied or withdrawn by the members (or a majority thereof) at any time by written notice to the Company.

- (iii) The following be inserted as a new article 22A:

ALTERNATE DIRECTORS

- (a) Any director (other than an alternate director) may appoint any other director, or any other person who is willing to act, to be an alternate director and may remove from office an alternate director so appointed by him. When an alternate director is

also a director or acts as an alternate director for more than one director, such alternate director shall have one vote for every director so represented by him (in addition to his own vote if he is himself a director) and when so acting shall be considered as two directors for the purpose of making a quorum if the quorum exceeds two.

- (b) An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his absence but shall not be entitled to receive any remuneration from the company for his services as an alternate director.
 - (c) An alternate director shall cease to be an alternate director if his appointor ceases to be a director; but, if a director retires by rotation or otherwise but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his retirement shall continue after his reappointment.
 - (d) Any appointment or removal of an alternate director shall be by notice to the company signed by the director making or revoking the appointment or in any other manner approved by the directors.
 - (e) Save as otherwise provided in the articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.
- (iv) The following be inserted as a new article 22B:

Any director (including an alternate director) may participate in a meeting of the directors or a committee of directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

- (v) The following be inserted as a new article 22C:

A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors or a resolution to which every such director has signified his approval in

writing or by facsimile transmission shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors; but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity. Regulation 106 of Table A shall not apply.

THE COMPANIES ACTS 1948 to 1981

COMPANY NUMBER: 1918188

COMPANY LIMITED BY SHARES



ARTICLES OF ASSOCIATION

OF

SUBTERRA LIMITED

Incorporated the 31st May 1985
(as amended on 22nd January 1992)

PRELIMINARY

1. Subject as hereinafter provided, the Regulations contained in or made applicable by Part 1 of Table A in the First Schedule of the Companies Act 1948 as amended by Schedule 2 of the Companies Act 1976, Schedule 3 of the Companies Act 1980, Schedule 3 of the Companies Act 1981, and subject to the repeals contained in Schedule 4 of the Companies Act 1980, shall apply to the Company. The said Part 1 as so amended and repealed is hereinafter called "Table A".
2. Regulations 3, 22, 23, 24, 62, 75, 84(2), 88, 96, and 97 of Table A shall not apply to the Company, but the Articles hereinafter contained and the remaining Regulations (as so amended) contained in or made applicable by Table A shall (subject to any amendment thereto hereinafter contained) constitute the regulations of the Company. In these Articles the following expressions shall (save where the context otherwise requires) have the several meanings set after them respectively:-

"the 1948 Act"	:	the Companies Act 1948
"the 1967 Act"	:	the Companies Act 1967
"the 1976 Act"	:	the Companies Act 1976
"the 1980 Act"	:	the Companies Act 1980
"the 1981 Act"	:	the Companies Act 1981

PRIVATE COMPANY

3. The Company is a private company within the meaning of the Companies Acts 1948 to 1980 and Section 17(1) of the 1980 Act is hereby excluded in relation to the allotment of equity securities as that expression is used in Section 17 aforesaid.

CAPITAL AND SHARES

4. The original share capital of the Company is £100 divided into 100 shares of £1 each.
5. (a) The Directors of the Company shall have authority (hereinafter called "the original authority") within the period of 5 years from the date of the incorporation of the Company to allot relevant securities of the Company to such persons, at such times, and on such terms as they think fit.
- (b) The maximum amount of relevant securities that may be allotted pursuant to the original authority shall be shares having a nominal value amounting in aggregate to £98.
- (c) Additional authority to allot relevant securities (hereinafter called "the additional authority") may be given to the Directors by the Company in General Meeting at any time and any such authority may be given for a particular exercise of the power of the Company to allot relevant securities or for the exercise of that power generally and may be unconditional or subject to conditions.
- (d) The additional authority shall state the maximum amount of relevant securities that may be allotted thereunder and the date on which the authority will expire, which shall be not more than 5 years from the date on which the resolution is passed by virtue of which the additional authority is given.
- (e) Both the original authority and the additional authority or either of them may be revoked or varied by the Company in General Meeting but without affecting any acts done pursuant thereto prior to any revocation or variation.
- (f) Both the original authority and the additional authority or either of them (whether or not previously renewed under this sub-paragraph) may be renewed by the Company in General Meeting for a further period not exceeding 5 years; but the resolution must state (or restate) the amount of relevant securities which may be allotted under the authority or, as the case may be, the amount remaining to be allotted thereunder, and must specify the date on which the renewed authority will expire.
- (g) The Directors may allot relevant securities, notwithstanding that any authority for the purposes of this Article has expired, if the relevant securities are allotted in pursuance of an offer or agreement made by the Company before the authority expired and the authority allowed it to make an offer or agreement which would or might require relevant securities to be allotted after

the authority expired. For the avoidance of doubt the original authority shall allow the Directors to make such an offer or agreement.

- (h) Subject to any direction of or condition imposed by the Company in General Meeting, any relevant securities at the disposal of the Directors in accordance with the provisions of this Article may be allotted with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, or otherwise as the Directors think fit.
 - (i) In this Article "relevant securities" bears the meaning given to that expression by Section 14(10) of the 1980 Act and any reference to the allotment of relevant securities shall include a reference to the grant of such a right but shall not include any reference to the allotment of shares pursuant to such a right.
6. Subject to the provisions of the Companies Acts 1948 to 1981 (as from time to time replaced modified or extended):-
- (a) any shares may with the sanction of a Special Resolution of the Company be issued upon the terms that they are or are liable to be redeemed at the option of the Company or the shareholder on such terms and in such manner as the Company may before the issue of such shares by Special Resolution determine. Accordingly the powers of the Directors to allot relevant securities under Article 5 shall (in the case of redeemable shares) be subject to the requirement of a Special Resolution under this Article;
 - (b) the Company may:-
 - (i) purchase its own shares (including any redeemable shares);
 - (ii) make a payment in respect of the redemption or purchase of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

LIEN

7. The liens conferred by Regulation 11 of Table A shall attach to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

TRANSFER OF SHARES

8. The instrument of transfer of any share shall be executed by or on behalf of the transferor and the transferor shall be deemed to be the holder of the share until the name of the transferee is entered in the Register of Members in respect thereof. Subject to such restrictions in these presents as may be applicable, any member may transfer all or any of his shares by instrument in writing in the form provided by the

Stock Transfer Act 1963 or such other form as the Directors shall from time to time approve.

9. A member may at any time transfer any of his shares to another member of the Company, but save as herein otherwise provided no share (or the beneficial interest therein) shall be transferred to a person who is not a member so long as any member is willing to purchase the same at the fair value.
10. In order to ascertain whether any member is willing to purchase a share, the person proposing to transfer the same or the beneficial interest therein, whether or not a member of the Company (hereinafter called "the proposing transferor") shall give notice in writing (hereinafter called "a transfer notice") to the Company that he desires to transfer the same. Every transfer notice shall specify the sum which the proposing transferor fixes as the fair value of each share comprised therein and shall constitute the Company the agent of the proposing transferor for the sale of any of the shares comprised therein to any member at the price so fixed or at the option of a member desiring to purchase the same at the fair value as certified by the auditor for the time being of the Company. The cost of obtaining such auditor's certificate shall be borne by the proposing transferor. A transfer notice shall not be withdrawn except with the sanction of the Directors.
11. Upon receipt of a transfer notice, the Directors shall offer the shares comprised therein to the remaining members (or, if the proposing transferor is not a member, to all the members) in proportion as nearly as may be to their respective holdings of shares in the Company and shall limit a time within such offer if not accepted will be deemed to be refused. The Directors shall, if necessary, make such further arrangements for finding a member or members willing to purchase any shares comprised in the transfer notice and not accepted as aforesaid as they shall consider fair and reasonable.
12. If the Company shall within three months after being served with a transfer notice find a member willing to purchase any share comprised therein (hereinafter called "a purchasing member") and shall give notice thereof to the proposing transferor, the proposing transferor shall be bound upon payment of the fair value as aforesaid to transfer the share to the purchasing member who shall be bound to complete the purchase within 7 days after the service of such notice by the Company.
13. If in any case the proposing transferor after having become bound as aforesaid makes default in transferring any of the shares the Company may receive the purchase money and the Directors shall thereupon appoint some person to execute a transfer of the shares on behalf of the proposing transferor and shall cause the name of the purchasing member to be entered in the Register of Members as the holder of the shares and the Company shall hold the purchase money in trust for the proposing transferor. No purchase money so held shall carry interest against the Company. The receipt of the Company for the purchase money shall be a good discharge to the purchasing member, and after his name has been entered in the Register of Members in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.

14. If the Company shall not within the space of three months after being served with a transfer notice find a member willing to purchase the shares and give notice in manner aforesaid, the proposing transferor shall at any time within a further period of three months be at liberty subject to Article 15 to sell and transfer the shares comprised in the transfer notice (or such of them as shall not have been sold to a purchasing member) to any person and at any price not less than the fair value determined in accordance with Article 10.
15. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share to a person not already a member of the Company whether or not it is a fully paid share.

NOTICE OF GENERAL MEETINGS

16. Every notice of a General Meeting of the Company shall contain a statement that a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member.

VOTES OF MEMBERS

17. Subject to any special rights as to voting upon which any shares for the time being are held, on a show of hands every member entitled to vote who (being an individual) is present or (being a corporation) is present by proxy or by a duly authorised representative shall have one vote and on a poll every member shall have one vote for every share by him.
- 17A. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

DIRECTORS AND SECRETARY

18. (1) Unless and until otherwise determined by the Company in General Meeting the number of Directors shall be not less than one or more than ten.
- (2) The persons named as Directors and Secretary of the Company in the statement required by Section 21 of the 1976 Act to be delivered to the Registrar of Companies on the incorporation of the Company with its Memorandum and Articles of Association shall respectively be the first Directors and (notwithstanding anything contained in Regulation 110 of Part 1 of Table A) the first Secretary of the Company.

- (3) Regulation 98 of Table A shall be deemed to be amended by deleting the sentence:

"In case of an equality of votes, the Chairman shall have a second or casting vote"

and adding the following:

"The members (or a majority thereof) may from time to time give written notice to the Company that, in the case of an equality of votes of Directors, specified Directors of the Company (or their alternates) shall be entitled to two votes each. Thereafter, in the event of an equality of votes such specified Directors shall be deemed to have two votes each. Any such notice as may have been given to the Company by the members pursuant to this article may be varied or withdrawn by the members (or a majority thereof) at any time by written notice to the Company."

19. The Company may by ordinary resolution, of which special notice has been given in accordance with Section 142 of the 1948 Act, or by Extraordinary Resolution remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company. The Company may by ordinary resolution appoint another person in place of a Director so removed from office and, without prejudice to the powers of the Directors under Regulation 95 of Table A, the Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director. A person appointed in place of a Director so removed or to fill such vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director unless that Director was a permanent Director in which case the person appointed in place of a Director so removed or to fill such a vacancy shall hold office only until the next annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.
20. (a) Subject to the provisions of Section 199 of the 1948 Act and Section 60 of the 1980 Act, a Director may vote in respect of any contract or arrangement in which he is interested and may be counted in the quorum present at any meeting of the Directors at which such contract or arrangement is considered.
- (b) The provisions of Section 199 of the 1948 Act and Section 60 of the 1980 Act shall apply to a Shadow Director as that expression is used in Section 63 of the 1980 Act in the manner provided by Sub-Section (3) thereof.

21. The office of Director shall be vacated:-

- (a) if he ceases to be a Director by virtue of Section 182 of the 1948 Act as amended by the 1980 Act;
- (b) if he becomes bankrupt or enters into any arrangement or composition with his creditors generally;
- (c) if he becomes prohibited from being a Director by reason of any order made under Section 188 of the 1948 Act, or becomes disqualified by virtue of Section 28 of the 1976 Act;
- (d) if he becomes of unsound mind;
- (e) if he shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period and the Directors resolve that he vacate office;
- (f) if by notice in writing to the Company he resigns the office of Director.

22. A person may be appointed, elected or re-elected a Director although at the date of such appointment election or re-election he may have attained the age of seventy; and no Director shall be required to retire or vacate his office by reason of his attaining or having attained the age of seventy or any other given age.

ALTERNATE DIRECTORS

- 22A. (a) Any Director (other than an alternate Director) may appoint any other Director, or any other person who is willing to act, to be an alternate Director and may remove from office an alternate Director so appointed by him. When an alternate Director is also a Director or acts as an alternate Director for more than one Director, such alternate Director shall have one vote for every Director so represented by him (in addition to his own vote if he is himself a Director) and when so acting shall be considered as two Directors for the purpose of making a quorum if the quorum exceeds two.
- (b) An alternate Director shall be entitled to receive notice of all meetings of Directors and of all meetings of committees of Directors of which his appointor is a member, to attend and vote at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in his absence but shall not be entitled to receive any remuneration from the company for his services as an alternate Director.
- (c) An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director; but, if a Director retires by rotation or otherwise but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate Director made by him which was in

force immediately prior to his retirement shall continue after his reappointment.

- (d) Any appointment or removal of an alternate Director shall be by notice to the company signed by the Director making or revoking the appointment or in any other manner approved by the Directors.
 - (e) Save as otherwise provided in the articles, an alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Director appointing him.
- 22B. Any Director (including an alternate Director) may participate in a meeting of the Directors or a committee of Directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.
- 22C. A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors or a resolution to which every such Director has signified his approval in writing or by facsimile transmission shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors; but a resolution signed by an alternate Director need not also be signed by his appointor and, if it is signed by a Director who has appointed an alternate Director, it need not be signed by the alternate Director in that capacity. Regulation 106 of Table A shall not apply.

BORROWING POWERS

23. The proviso to Regulation 79 of Table A shall not apply to the Company.

DIRECTORS' SERVICE CONTRACTS

24. All Directors' service contracts, or memorandums thereof, (including those relating to any Shadow Director as provided by Section 63(4) of the 1980 Act) shall be open to inspection by members as provided by Section 26 of the 1967 Act and Section 61 of the 1980 Act. The Directors shall comply with Sections 27 to 31 of the 1967 Act (as amended by Section 24 and Schedule 2 of the 1976 Act) and accordingly every Director shall notify the Company of his interests, and those of his or her spouse and minor children, in shares in or debentures of the Company or any other company being the Company's subsidiary or holding company, or the subsidiary of such holding company. The Directors shall take all necessary steps to record and make available information with regard to such interests.

NOTICES

25. In Regulation 131 of Table A, the last sentence shall be deemed to be omitted, and the following sentence substituted for it:-

"When a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing and pre-paying for first-class post a letter containing the notice and to have been effected at the expiration of 24 hours after the letter containing the same is posted".

Names, addresses and descriptions of Subscribers

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Company Formation Agent

Dated 15/05/85

Witness to the above signatures: Raymond Haggie
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Deputy Manager