

No. 2273062

Signed for the purposes of identification only



Lord Ezra
Director, Associated Electricity Supplies Limited

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
(Adopted by Special Resolution passed on 18th January 1990)

OF

ASSOCIATED ELECTRICITY SUPPLIES LIMITED

Incorporated the 19th day of February 1988

D.J. Freeman & Co.
43 Fetter Lane
London EC4A 1NA

Ref. 001-1111

No. 2223002

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PRELIMINARY

1. The Company shall be a private company within the meaning of the Companies Act 1985 ("the Act"). The Regulations contained or incorporated in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 ("Table A") shall apply to the Company save insofar as they are excluded or varied hereby; and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

ALLOTMENT AND ISSUE OF SHARES

2. (1) Save as provided by contract or these Articles to the contrary, and subject to the Act and to any direction of the Company by Ordinary Resolution, all shares and securities for the time being of the Company shall be at the disposal of the Directors, and they may allot (with or without conferring a right of renunciation), grant options over or otherwise deal with or dispose of the same to such persons, at such times, and generally on such terms as they think proper.

(2) Save as provided by contract or these Articles to the contrary and subject to the Act, the Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to

allot (as defined for the purposes of such Section) all relevant securities (as defined for such purposes) of the Company subsisting at the date of the incorporation of the Company or, if this Article shall have been subsequently adopted, the date of such adoption at any time or times during the period of five years from such date.

(3) At the expiry of such period of five years, the authority contained in paragraph (2) above shall expire but such authority shall allow the Company to make any offer or agreement before the expiry of such authority which would or might require relevant securities to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of such authority.

(4) The powers vested in the Directors to allot equity securities (as defined in Section 94 of the Act) shall be exercisable as if Section 89(1) of the Act did not apply to the allotment thereof. This authority shall cease to have effect when the authority contained in paragraph (2) above is revoked or expires without being renewed, but shall allow the Company to make an offer or agreement which would or might require equity securities to be allotted after its expiry.

3. Subject to the provisions of the Act, shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the Company or the shareholder on such terms and in such manner as the Directors may from time to time determine. Regulation 3 of Table A shall not apply to the Company.

SHARES

4. The lien conferred by Regulation 8 of Table A shall attach also to fully paid-up shares and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing 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, for all moneys presently

payable by him or his estate to the Company. Regulation 8 of Table A shall be modified accordingly.

5. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 of Table A of the words "and all expenses that may have been incurred by the company by reason of such non-payment."

TRANSFER OF SHARES

6. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share. The first sentence of Regulation 24 of Table A shall not apply to the Company.

GENERAL MEETINGS AND RESOLUTIONS

7. Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditor for the time being of the Company.

8. Regulation 41 of Table A shall be read and construed as if the words "and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved." were added at the end.

9. If at any General Meeting any votes shall be counted which ought not to have been counted or which might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the Chairman of the meeting, be of sufficient magnitude to vitiate the result.

of the voting. Regulation 58 of Table A shall not apply to the Company.

10. An instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve. Regulations 60 and 61 of Table A shall not apply to the Company.

11. Subject to the provisions of the Act, a resolution in writing signed by or on behalf of all the Members of the Company entitled to receive notice of and attend and vote at a meeting of the Company or of any class of Members of the Company (which resolution may consist of two or more documents in the like form signed by or on behalf of one or more of the said Members) or a resolution to which every such Member has signified his approval in writing or by cable, telecopy, telegram or telex shall be as valid and effectual as if it had been passed at a meeting of the Company or of such class of Members of the Company (as the case may be) duly called and constituted. In the case of a corporation any such signature or approval may be given or signified on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative. If the resolution in writing is described as a special resolution or as an extraordinary resolution it shall have effect accordingly. Regulation 53 of Table A shall not apply to the Company.

12. On a vote, votes may be given personally by a representative or by Proxy.

APPOINTMENT AND RETIREMENT OF DIRECTORS

13. (1) The number of the Directors shall be determined by Ordinary Resolution of the Company but unless and until so fixed there shall be no maximum number of Directors and the minimum number of Directors shall be two. Regulation 89 of Table A shall be modified accordingly, and Regulation 64 of Table A shall not apply to the Company.

(2) Any member or members for the time being holding in aggregate 75 per cent or more of the Shares in issue shall be entitled to appoint any persons to be Directors of the Company, to remove from office any person appointed by them (or deemed to be appointed by them by virtue of any agreement by which all the Shareholders at the time of such removal are bound) and to appoint another person in the place of any person so appointed who has ceased for any reason to be a Director. All appointments or removals of Directors under this Article shall be in writing signed by or on behalf of the member or members effecting the same and shall take effect when delivered to the office.

(3) Every Director appointed pursuant to this Article 13 shall hold office until he is either removed or dies or vacates office and (subject to the provisions of s.303 of the Act) neither the Company in general meeting nor the Directors shall have power to fill any such vacancy but the provisions of this Article 13 may be relaxed or varied to any extent by agreement in writing between the holders of all the Shares for the time being in issue.

(4) Any Director appointed pursuant to this Article shall be at liberty from time to time to make such disclosure to the shareholder (and where such shareholder is a corporation to its holding company or any of the subsidiary companies of such holding company) appointing him as to the business and affairs of the Company as he shall in his absolute discretion determine.

(5) The Directors shall not be required to retire by rotation. Accordingly Regulations 73 to 76 inclusive and 78 to 80 inclusive of Table A shall not apply to the Company, and Regulation 77 of Table A shall be modified by the omission of the words "(other than a director retiring by rotation at the meeting)".

14. There shall be no retiring age for Directors, and Section 293 of the Act shall not, if otherwise applicable, apply to the Company. Any quorum fixed by the Directors from time to time under Regulation 89

may be fixed in such manner as the Directors consider appropriate and need not be fixed solely by reference to the number of Directors present.

DISQUALIFICATION OF DIRECTORS

15. The office of a Director shall be vacated:

(1) if he ceases to be a Director by virtue of any provision of the Act or of these Articles or of any resolution duly passed pursuant to any such provision;

(2) if he becomes bankrupt, or enters into any arrangement or composition with his creditors generally;

(3) if he becomes prohibited by law from being a Director;

(4) if he becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs;

(5) if he resigns his office by notice in writing to the Company delivered to the Company at its registered office or tendered at a meeting of the Directors;

(6) if having for more than six months been absent without permission of the Directors from meetings of the Directors held during that period the Directors shall resolve that he has by reason of such absence vacated office;

(7) if he is removed from office pursuant to these Articles;

and Regulation 81 of Table A shall not apply to the Company.

ALTERNATE DIRECTORS

16. (1) Each Director shall have the power at any time to appoint any person (including another Director) as an alternate Director and at any time to terminate such appointment. Every such appointment and removal of an alternate Director shall be in writing signed by the appointor and (subject to any approval required) shall (unless the Directors agree otherwise) only take effect upon receipt of such written appointment or removal at the registered office of the Company.

(2) An alternate Director so appointed shall not be entitled as such to receive any remuneration from the Company except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and shall not be required to hold any shareholding qualification which may otherwise apply to Directors, but shall otherwise be subject to the provisions of these Articles with respect to Directors. An alternate Director shall during his appointment be deemed for all purposes to be a director of the Company and shall alone be responsible for his own acts and defaults and shall not be deemed to be an agent of his appointor.

(3) An alternate Director shall (subject to his giving to the Company an address at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors and of any committee of the Directors of which his appointor is a member and to attend and vote as a Director at any meeting at which his appointor is not personally present and generally in the absence of his appointor to exercise all functions, rights, powers and duties as a Director of his appointor and to receive notice of all General Meetings.

(4) The appointment of an alternate Director shall automatically determine upon the happening of any event which if he were a Director would cause him to vacate such office or upon his appointor ceasing for any reason to be a Director otherwise than by retiring and being

re-appointed at the same meeting or upon the passing of a resolution of the Directors or an Ordinary Resolution of the Company in General Meeting to that effect.

(5) A Director or any other person may act as alternate Director to represent more than one Director and an alternate Director shall be entitled at meetings of the Directors or any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director.

(6) A Director for the time being out of the United Kingdom and France shall not be entitled to notices of the meetings of the Directors but his alternate Director in the United Kingdom or France (if any) acting in his place shall be entitled to notices of such meetings. The third sentence in Regulation 88 of Table A shall not apply to the Company.

(7) Regulations 65 to 69 inclusive of Table A shall not apply to the Company.

POWERS AND DUTIES OF DIRECTORS AND RESOLUTIONS

17. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration. Regulation 94 of Table A shall be modified accordingly, and Regulation 95 of Table A shall not apply to the Company.

18. A resolution in writing signed by all the Directors entitled to notice of a meeting of the Directors or by all the members of a Committee for the time being (which Resolution may consist of two or more documents in the like form each signed by one or more of the said Directors or the said members of such Committee) or a Resolution to

which every such Director or every such member of the Committee has signified his approval in writing or by cable, telecopy, telegram or telex shall be as valid and effectual as if it had been passed at a meeting of the Directors or of such Committee (as the case may be) duly called and constituted. For the purposes of this Article the signature or approval of an alternate Director (if any) entitled to notice of a meeting of Directors shall suffice in lieu of the signature of the Director appointing him. Regulation 93 of Table A shall not apply to the Company.

19. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital or any part thereof, and, subject to the provisions of the Act, to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

INFORMATION

20. The Directors may at any time require any person whose name is contained in the Register of Members of the Company to furnish them with any information, supported (if the Directors so require) by a statutory declaration, which they consider necessary for the purpose of determining whether or not the Company is a close company within the meaning of the Income and Corporation Taxes Act 1970.

INDEMNITY

21. Subject to the provisions of and so far as may be permitted by the Act, every Director or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability

incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court and, subject to and so far as aforesaid, no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. Regulation 118 of Table A shall not apply to the Company.