

Company Number 2353800

The Companies Act 1985
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
OF
NATWEST CAPITAL FINANCE LIMITED

Passed on 23 March 1994

At an Extraordinary General Meeting of the above-named Company duly convened and held at 135 Bishopsgate, London EC2M 3UR on 23 March 1994 the subjoined Resolution was duly passed as a SPECIAL RESOLUTION.

SPECIAL RESOLUTION

THAT the Articles of Association in the form of the print now laid before the meeting and initialled by the Chairman for identification be and are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association thereof.

.....
CHAIRMAN
2828p.9



THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

of

NATWEST CAPITAL FINANCE LIMITED

Adopted by Special Resolution passed on 23 March 1994

1. PRELIMINARY

- 1.1 The Regulations contained or incorporated in Table A prescribed at the date of adoption of these Articles for the purposes of Section 8 of the Companies Act 1985 (such Table being hereinafter referred to as 'Table A') shall apply to the Company (save in so far as they are excluded or modified hereby) and such Regulations (save as so excluded or modified) and the Articles hereinafter contained shall be the Regulations of the Company. The Regulations contained in any former enactment applicable to the Company shall not apply. References herein to 'Regulations' and 'Articles' are to Regulations of Table A and the Articles hereinafter contained respectively unless otherwise stated. Words and expressions to which a particular meaning is ascribed in or by virtue of Table A shall bear the same respective meanings in these Articles.
- 1.2 In these Articles the expression 'the Act' means the Companies Acts 1985 to 1989 but a reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of the provisions for the time being in force.
- 1.3 The Company is a private company and, accordingly, it may not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company or allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

2. SHARE CAPITAL

- 2.1 The lien conferred by Regulation 8 in 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 in Table A shall be modified accordingly.
- 2.2 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 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".
- 2.3 Subject to the provisions of the Act the directors are hereby authorised to exercise the powers of the Company to offer, allot, agree to allot, grant any right to subscribe for, or to convert any security into, and otherwise dispose of any of the shares in the capital of the Company for the time being unissued to such persons (including any directors) at such times and generally on such terms and conditions as they think proper but subject to any direction to the contrary given by the Company in general meeting and to the terms on which any shares are created or issued and provided that no shares shall be issued at a discount contrary to the Act.
- 2.4 Section 89(1) of the Act shall not apply to any allotment of equity securities by the Company pursuant to any authority conferred on the directors pursuant to the Act.

3. TRANSFER OF SHARES

- 3.1 The directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of any share, whether or not a fully paid share, and Regulation 24 shall not apply.

4. PURCHASE OF OWN SHARES

- 4.1 Subject to the provisions of the Act the Company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the Company or of the holder thereof, such redemption to be effected on such terms and in such manner as the Company by resolution subject to the Act may prescribe. Regulation 3 shall not apply.
- 4.2 Subject to the provisions of the Act, the Company may enter into any contract for the purchase of all or any of its shares of any class (including any redeemable shares) and any contract under which it may, subject to any conditions, become entitled or obliged to purchase all or any of such shares and may make payments in respect of the redemption or

purchase of such shares otherwise than out of distributable profits or the proceeds of a fresh issue of shares. Every contract entered into in pursuance of this Article shall be authorised by such resolution of the Company as may for the time being be required by law. Subject thereto the directors shall have full power to determine or approve the terms of any such contract. Neither the Company nor the directors shall be required to select the shares in question rateably or in any other particular manner as between the holders of shares of the same class or as between them and the holders of shares of any other class of shares in accordance with the rights as to dividends or capital conferred by any class of shares. Subject to the provisions of the Act, the Company may agree to the variation of any contract entered into in pursuance of this Article and to release any of its rights or obligations under any such contract. Notwithstanding anything to the contrary contained in the Articles, the rights attaching to any class of shares shall not be deemed to be varied by anything done by the Company in pursuance of this Article. Regulation 35 shall not apply.

5. NOTICE OF GENERAL MEETING

- 5.1 Notice of any general meeting need not be given to the directors or the auditors in their respective capacities as such. Regulation 38 shall be modified accordingly.

6. CONDUCT OF MEETINGS

- 6.1 If and for so long as the Company has only one member, that member present in person or by proxy or, if that member is a corporation, by a duly authorised representative, shall be a quorum and Regulation 40 shall not apply to the Company.
- 6.2 If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved. Regulation 41 shall not apply to the Company.
- 6.3 If and for so long as the Company has only one member and that member takes any decision which is required to be taken in General Meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in General Meeting.
- 6.4 Any decision taken by a sole member pursuant to 6.3 above shall be recorded in writing and delivered by that member to the Company for entry in the Company's minute book.

7. NUMBER OF DIRECTORS

- 7.1 Unless and until otherwise determined by ordinary resolution of the Company, the directors (other than alternate directors) shall be not less than two but there shall be no maximum number of directors. Regulation 64 shall not apply.
- 7.2 If the number of directors is reduced below the minimum number fixed in accordance with these Articles, the directors or director for the time being may act for the purpose of filling up vacancies in their number or of calling a general meeting of the Company, but not for any other purpose. If there be no director or directors able and willing to act, then any two members may summon a general meeting for the purpose of appointing directors. Regulation 90 shall not apply.

8. BORROWING POWERS

- 8.1 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 subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and 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.

9. ALTERNATE DIRECTORS

- 9.1 A director, or any such other person as is mentioned in Regulation 65, may act as an alternate director to represent more than one director. An alternate director shall be entitled at any meeting of the directors or of 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.
- 9.2 An alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company 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 the first sentence of Regulation 66 shall be modified accordingly.
- 9.3 An alternate director shall, except as regards remuneration and the power to appoint an alternate, be subject in all respects to the terms and conditions existing with reference to the other directors of the Company and each alternate director whilst so acting shall exercise and discharge all the functions, powers and duties of the directors whom he represents and shall without prejudice to the generality of the foregoing be entitled, in the

absence from the United Kingdom of the director appointing him, to sign on his behalf a resolution in writing of the directors. An alternate director shall ipso facto cease to be an alternate director if his appointor ceases for any reason to be a director and Regulation 67 shall not apply.

- 9.4 The following words shall be added at the end of Regulation 89, namely: 'For the purposes of this regulation an alternate shall be counted in a quorum separately in respect of each of the directors for whom he has been appointed alternate but so that no less than two individuals shall constitute a quorum.'

10. DELEGATION OF POWERS OF DIRECTORS

- 10.1 In addition to the powers to delegate contained in Regulation 72, the Directors may delegate any of their powers to any committee consisting of one or more Directors and one or more co-opted persons. Insofar as any such power is so delegated any references in the Regulations or these Articles to the exercise by the Director of such power shall be read and constructed as if it were a reference to such committee. The Directors may authorise the co-option to such a committee of persons other than Directors and for such co-opted members to have voting rights as members of the committee but so that with the exception of any committee which is to be appointed at the request of the holding company from time to time, (i) the number of co-opted members shall be less than one-half of the total number of members of the committee and (ii) no resolution of the committee shall be effective unless a majority of the members of the committee present at the meeting are Directors. Regulation 72 shall be modified accordingly.

11. APPOINTMENT AND RETIREMENT OF DIRECTORS

- 11.1 The holders or holder of a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at general meetings of the Company may, by memorandum in writing signed by him or them or by their duly authorised attorneys (or in the case of a member being a company, signed by one of its directors or officers and on its behalf) or in such other form as the directors may accept, and left at or sent to the office or produced to a meeting of the directors, at any time or from time to time appoint any person to be a director of the Company or remove any director from office.
- 11.2 The directors shall not be obliged to retire from office by rotation and Regulations 73 to 75, the words 'and may also determine the rotation in which any additional directors are to retire' in Regulation 78, the last two sentences of Regulation 79 and the last sentence of Regulation 84 shall not apply.

12. DISQUALIFICATION OF DIRECTORS

- 12.1 The office of a director shall be vacated not only upon the happening of any of the events mentioned in Regulation 81 but also if he is removed from office pursuant to these Articles or if he becomes incapable by reason of illness (including, without limitation, mental illness or disorder) or injury of managing or administering any property or affairs of his own or of the Company and the directors resolved that his office be vacated. Regulation 81 shall be modified accordingly.
- 12.2 The appointment of any person to any office pursuant to Regulation 84 may at any time be revoked by the directors, without prejudice to any rights of the holder of such office in respect of such revocation.
- 12.3 There shall not be any age limit for directors and Section 293(1) to (6) of the Act shall not apply to the Company. Regulation 81(a) shall be modified accordingly.

13. PROCEEDINGS OF DIRECTORS

- 13.1 A director absent or intending to be absent from the United Kingdom may request the directors during his absence to send notices of meetings of the directors to him at such address within the United Kingdom as he may give to the Company for this purpose but in the absence of such a request it shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. The third sentence of Regulation 88 shall not apply.
- 13.2 A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract (within the meaning of Section 317 of the Act) with the Company shall declare the nature of his interest at a meeting of the directors or of any committee of the directors in accordance with that Section. Subject where applicable to such disclosure a director may vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company. If he shall vote on any such resolution as aforesaid his vote shall be counted and in relation to any such resolution he shall (whether or not he shall have voted on it) be taken into account in calculating the quorum present at the meeting. Regulation 94 shall not apply.
- 13.3 The directors may dispense with the keeping of attendance books for meetings of the directors or committees of the directors. Regulation 100 shall be modified accordingly.

14. OFFICIAL SEAL

14.1 The seal shall only be affixed with the authority of the directors and in the presence of any one of the following, that is to say, a Director, the Secretary or other authorised individual (being an individual authorised for this purpose by the directors). Every instrument to which the seal is affixed shall be signed by one of the persons aforesaid in whose presence it was affixed.

15. NOTICES

15.1 The figure '24' shall be inserted in substitution for the figure '48', in the second sentence of Regulation 115. Any notice or other documents delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.

16. INDEMNITY

16.1 Subject to the provisions of the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him as such director or other officer or auditor in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability. Regulation 118 shall not apply.