

G

**Statutory Declaration of compliance  
with requirements on application  
for registration of a company**

Please do not  
write in  
this margin

Pursuant to section 12(3) of the Companies Act 1985

To the Registrar of Companies

For official use

For official use

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

Name of company

[ ] [ ] [ ] [ ]

2455508

\* Insert full  
name of Company

\*  
PRECIS (969) LIMITED

I, DAVID STEWART HODGSON, signing on behalf  
of SWIFT INCORPORATIONS LIMITED  
2 BACHES STREET  
LONDON N1 6UB


† delete as  
appropriate

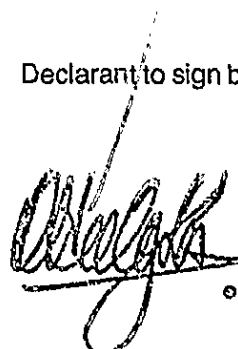
do solemnly and sincerely declare that I am a [~~Solicitor engaged in the formation of the~~  
~~company~~]† [person named as director or secretary of the company in the statement delivered to  
the registrar under section 10(2)† and that all the requirements of the above Act in respect of the  
registration of the above company and of matters precedent and incidental to it have been  
complied with,

And I make this solemn declaration conscientiously believing the same to be true and by virtue of  
the provisions of the Statutory Declarations Act 1835

Declared at 11, SHIP STREET  
BRECON,  
POWYS

Declarant to sign below

before me 



A Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths.

14 DEC 1989

Presenter's name, address and  
reference (if any):

JORDAN & SONS LTD  
JORDAN HOUSE

BRUNSWICK PLACE LONDON N1  
TEL 01 253 3030 TELEX 261010

For official use  
New Companies Section

Post room  
18 DEC 1989  
COMPANIES  
HOUSE

**G**

COMPANIES FORM NO. 10

**Statement of first directors  
and secretary and intended  
situation of registered office****10**Please do not  
write in  
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

For official use

Name of company

\* Insert full name  
of company

* <b>PRECIS (969) LIMITED</b>
-------------------------------

The intended situation of the registered office of the company on incorporation is as stated below

<b>WATLING HOUSE</b>	
<b>35/37 CANNON STREET</b>	
<b>LONDON</b>	
Postcode	<b>EC4M 5SD</b>

If the memorandum is delivered by an agent for the subscribers of the memorandum please mark 'X' in the box opposite and insert the agent's name and address below



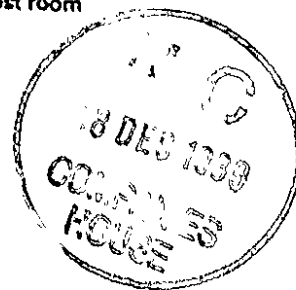
<b>JORDAN &amp; SONS LIMITED</b>	
<b>JORDAN HOUSE</b>	
<b>47 BRUNSWICK PLACE</b>	
<b>LONDON</b>	Postcode <b>N1 6EE</b>

Number of continuation sheets attached (see note 1)

PRINTED AND SUPPLIED BY


**Jordans**JORDAN & SONS LIMITED  
JORDAN HOUSE  
BRUNSWICK PLACE  
LONDON N1 6EE  
TELEPHONE 01 253 3030  
TELEK 26 010Presentor's name address and  
reference (if any): **R5521215**  
Ref: **JORDAN & SONS LIMITED**  
**JORDAN HOUSE**  
**47 BRUNSWICK PLACE**  
**LONDON**  
**N1 6EE**For official Use  
General Section

Post room

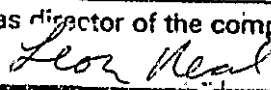


The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

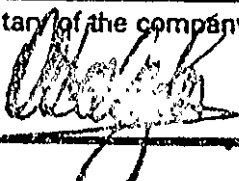
Please do not write in this margin

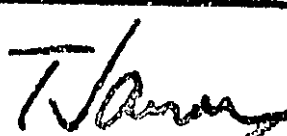
Name (note 3)	PETER WILLIAM LONG		Business occupation
			SOLICITOR
Previous name(s) (note 3)			Nationality
Address (note 4)	73, EMPRESS DRIVE CHISLEHURST, KENT		BRITISH
	Postcode	BR7 5BQ	Date of birth (where applicable) (note 6)
Other directorships	NONE		
I consent to act as director of the company named on page 1			
Signature 			Date 14/12/89

Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

Name (note 3)	LEON NEAL		Business occupation
			ACCOUNTANT
Previous name(s) (note 3)	NONE		Nationality
Address (note 4)	34 HILL CREST TUNBRIDGE WELLS, KENT		BRITISH
	Postcode		Date of birth (where applicable) (note 6)
Other directorships	NEAL & OSTROM LIMITED (RESIGNED 3/7/1987) THE PRESENTATION OF NEW ARTISTS SOCIETY LIMITED (RESIGNED 23/7/1986) Welbond Reinforcement Limited Welbond Services Limited		
I consent to act as director of the company named on page 1			
Signature 			Date 14/12/89

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7)	SWIFT INCORPORATIONS LIMITED		
Previous name(s) (note 3)			
Address (notes 4 & 7)	2 BACHES STREET, LONDON,		
	Postcode	N1 6EE	
I consent to act as secretary of the company named on page 1			
Signature 			Date 14/12/89

Signature of agent on behalf of subscribers		Date 14/12/89
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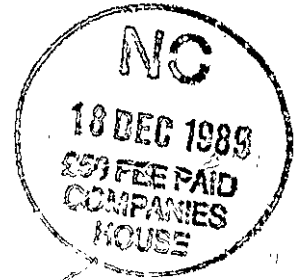
THE COMPANIES ACT 1985

2455508

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

PRECIS (1969) LIMITED



1. The Company's name is "PRECIS (1969) LIMITED".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-

(A) To carry on the business of an investment company and for that purpose to acquire and hold either in the name of the Company or in that of any nominee shares, stocks, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business and debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependant, municipal, local or otherwise in any part of the world.

(B) To acquire any shares, stock, debentures, debenture stock, bonds, notes, obligations, or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit.

(C) To exercise and enforce all rights and powers conferred by or incident to the ownership of any shares, stock, obligations or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof and to provide managerial and other executive supervisory and consultant services for or in relation to any company in which the Company is interested upon such terms as may be thought fit.

(D) To acquire by any means any real or personal property or rights whatsoever.

(E) To carry on any other business which may seem to the Company capable of being conducted directly or indirectly for the benefit of the Company.

(F) To make experiments in connection with any business or proposed business of the Company, and to apply for or otherwise acquire in any part of the world any patents, patent rights, brevets d'invention, licences, protections, and concessions which may appear likely to be advantageous or useful to the Company, and

Bare 1500  
p10 796/4

to use and manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.

(G) To acquire by any means the whole or any part of the assets, and to undertake the whole or any part of the liabilities, of any person carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be carried on in connection therewith, or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance, with any such person and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon.

(H) To acquire and hold shares or other interests in or securities of any other company and otherwise invest and deal with the moneys of the Company.

(I) To lend money or give credit to such persons on such terms as may seem expedient.

(J) To borrow money and to secure by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, the discharge by the Company or any other person of any obligation or liability.

(K) To guarantee the performance of any obligation by any person whatsoever.

(L) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.

(M) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations of any government, state, municipality, or other authority for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its Members.

(N) To enter into any arrangement with any governments or authorities (supreme, municipal, local or otherwise), or any corporation, companies, or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.

(O) To establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company, or any such subsidiary or of any of the predecessors of the Company or any such other company as aforesaid, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, trusts, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of, the Company or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other Company as aforesaid.

(P) To procure the Company to be registered or recognised in any part of the world.

(O) To promote any other company for the purpose of acquiring all or any of the property and/or undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities of any such company as aforesaid.

(R) To dispose by any means of the whole or any part of the assets of the Company.

(S) To do all or any of the above things in any part of the world, and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(T) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

AND IT IS HEREBY declared that the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company.


4. The liability of the Members is limited.

5. The Company's share capital is £100 divided into 100 shares of £1 each.


WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and addresses of Subscribers

Number of  
shares taken  
by each  
Subscriber

1.  Peter William Long,  
73, Empress Drive,  
Chislehurst,  
Kent. BR7 5BQ.


One

2.  Leon Neal,  
34 Hill Crest,  
Tunbridge Wells,  
Kent.

One

Total shares taken - Two

Dated 14 DEC 1989

Witness to the above Signatures:-  June Pattinson,  
6a Maybrick Road,  
Hornchurch,  
Essex.

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

PRECIS (969) LIMITED


1. The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (hereinafter called "Table A") shall apply to the Company save insofar as they are varied or excluded by or are inconsistent with these Articles and regulation 1 shall so apply as if reference to "these regulations" included references to these Articles. Accordingly, in these Articles "the Act" means the Companies Act 1985, including any statutory modification or re-enactment of it for the time being in force; and any reference in these Articles to a provision of that Act includes a reference to any statutory modification or re-enactment of that provision for the time being in force.
2. Regulations 24 and 73 to 80 (inclusive) in Table A shall not apply to the Company.
3. Sections 89(1) and 90(1) to (6) (inclusive) of the Act, in their application to allotments by the Company of equity securities, are hereby excluded.
4. The directors may in their absolute discretion, and without giving any reason, decline to register any transfer of any share, whether or not fully paid.
5. A member or members holding a majority in nominal value of the issued ordinary shares in the Company may appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director, and may remove from office any director however appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members concerned or, in the case of a corporate member, signed by one of its directors on its behalf, and shall take effect on lodgement at the office.
6. The directors may appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.
7. The Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director and, without prejudice to the provisions of the Act, may by ordinary resolution remove a director from office.
8. The removal of a director under Article 5 or 7 shall be without prejudice to any claim the director may have for breach of any contract of service between him and the Company.




9. No person shall be disqualified from being or becoming a director by reason of his attaining or having attained the age of 70 or any other age.

10. A director who has duly declared his interest (so far as he is required to do so) may vote at a meeting of the directors or of a committee of the directors on any resolution concerning a matter in which he is interested, directly or indirectly. If he does, his vote shall be counted; and whether or not he does, his presence at the meeting shall be taken into account in calculating the quorum. Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company.


Names and addresses of Subscribers

1.  Peter William Long  
73, Empress Drive,  
Chislehurst,  
Kent. BR7 5BQ.

2.  Leon Neal,  
34 Hill Crest,  
Tunbridge Wells,  
Kent.

Dated

14 DEC 1989

Witness to the above Signatures:-  June Pattinson,  
6a Maybrick Road,  
Hornchurch,  
Essex.

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 2455508

I hereby certify that

PRECIS (969) LIMITED

is this day incorporated under the Companies Act 1985 as  
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the 27 DECEMBER 1989

*M. Moss*  
MRS. M. MOSS

an authorised officer



Number of Company : 2455508

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTION

-OF-

PRECIS (969) LIMITED

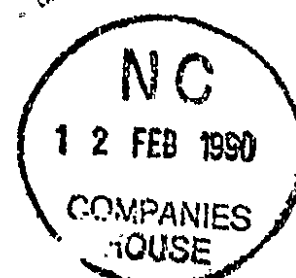
At an Extraordinary General Meeting of the Company held at Watling House , 35 Cannon Street , London EC4M 5SD on 9th February 1990 , the following resolution was duly passed as a Special Resolution of the Company :-

SPECIAL RESOLUTION

THAT the name of the Company be changed to Severn Trent Environmental Services Limited

*Gavin Keen*

.....  
CHAIRMAN



Cash..

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 2455508

I hereby certify that

**PRECIS (969) LIMITED**

having by special resolution changed its name,  
is now incorporated under the name of

**SEVERN TRENT ENVIRONMENTAL SERVICES LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 15 FEBRUARY 1990

*F. A. Joseph.*

F. A. JOSEPH

an authorised officer

No. of Company: 2455508

The Companies Act 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM  
AND ARTICLES  
OF ASSOCIATION

-of-

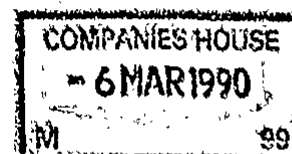
SEVERN TRENT ENVIRONMENTAL SERVICES LIMITED

(As amended by Special Resolution  
passed on 9th February 1990)

(Incorporated the 27th day of December 1989)

**Herbert Smith**

WATLING HOUSE  
35 CANNON STREET  
LONDON EC4M 5SD  
TELEPHONE 01-489 8000



THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

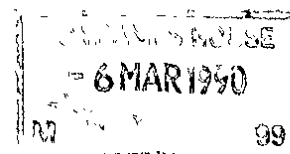
MEMORANDUM OF ASSOCIATION

-of-

SEVERN TRENT ENVIRONMENTAL SERVICES LIMITED

1. The Company's name is "SEVERN TRENT ENVIRONMENTAL SERVICES LIMITED".\*
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-
  - (A) To carry on the business of an investment company and for that purpose to acquire and hold either in the name of the Company or in that of any nominee shares, stocks, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business and debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal, local or otherwise in any part of the world.
  - (B) To acquire any shares, stock, debentures, debenture stock, bonds, notes, obligations, or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit.
  - (C) To exercise and enforce all rights and powers conferred by or incident to the ownership of any shares, stock, obligations or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof and to provide managerial and other executive supervisory and consultant services for or in relation to any company in which the Company is interested upon such terms as may be thought fit.

\* The name of the Company was changed from Precis (969) Limited to Severn Trent Environmental Services Limited by a Special Resolution passed on 9th February 1990.



- (D) To acquire by any means any real or personal property or rights whatsoever.
- (E) To carry on any other business which may seem to the Company capable of being conducted directly or indirectly for the benefit of the Company.
- (F) To make experiments in connection with any business or proposed business of the Company, and to apply for or otherwise acquire in any part of the world any patents, patent rights, brevets d'invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (G) To acquire by any means the whole or any part of the assets, and to undertake the whole or any part of the liabilities, of any person carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be carried on in connection therewith, or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance, with any such person and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon.
- (H) To acquire and hold shares or other interests in or securities of any other company and otherwise invest and deal with the moneys of the Company.
- (I) To lend money or give credit to such persons on such terms as may seem expedient.
- (J) To borrow money and to secure by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, the discharge by the Company or any other person of any obligation or liability.
- (K) To guarantee the performance of any obligation by any person whatsoever.
- (L) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.



- (M) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations of any government, state, municipality, or other authority for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceeding or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its Members.
- (N) To enter into any arrangement with any governments or authorities (supreme, municipal, local or otherwise), or any corporation, companies, or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (O) To establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company, or any such subsidiary or of any of the predecessors of the Company or any such other company as aforesaid, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, trusts, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of the Company or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

- (P) To procure the Company to be registered or recognised in any part of the world.
- (Q) To promote any other company for the purpose of acquiring all or any of the property and/or undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company, and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such company as aforesaid.
- (R) To dispose by any means of the whole or any part of the assets of the Company.
- (S) To do all or any of the above things in any part of the world, and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (T) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company.

- 4. The liability of the Members is limited.
- 5. The share capital of the Company is £100 divided into one hundred shares of £1 each.

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

---

Names, and addresses of Subscribers	Number of shares taken by each Subscriber
-------------------------------------	---

---

Peter Long, 73 Empress Drive, Chislehurst, Kent, BR7 5BQ	One
---	-----

Solicitor

Leon Neal 34 Hill Crest, Tunbridge Wells, Kent, TN4 0AJ.	One
---	-----

Accountant.

---

Total shares taken - Two

---

Dated the 14th day of December 1989

Witness to the above Signatures:- June Pattinson,  
6A Maybrick Road,  
Hornchurch,  
Essex.

Secretary

THE COMPANIES ACT 1985  
PRIVATE COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION

- of -

SEVERN TRENT ENVIRONMENTAL SERVICES LIMITED \*

1. The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (hereinafter called "Table A") shall apply to the Company save in so far as they are varied or excluded by or are inconsistent with these articles; and regulation 1 shall so apply as if references to "these regulations" included references to these articles. Accordingly, in these articles "the Act" means the Companies Act 1985, including any statutory modification or re-enactment of it for the time being in force; and any reference in these articles to a provision of that Act includes a reference to any statutory modification or re-enactment of that provision for the time being in force.
2. Regulations 24 and 73 to 80 (inclusive) in Table A shall not apply to the Company.
3. Sections 89(1) and 90(1) to (6) (inclusive) of the Act, in their application to allotments by the Company of equity securities, are hereby excluded.
4. The directors may in their absolute discretion, and without giving any reason, decline to register any transfer of any share, whether or not fully paid.
5. A member or members holding a majority in nominal value of the issued ordinary shares in the Company may appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director, and may remove from office any director however appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members concerned or, in the case of a corporate member, signed by one of its directors on its behalf, and shall take effect on lodgment at the registered office.
6. The directors may appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.
7. The Company may by ordinary resolution appoint any person who is willing to act to be a director, either

\* The name of the Company was changed from Precis (969) Limited to Severn Trent Environmental Services Limited by a Special Resolution passed on 9th February 1990.

to fill a vacancy or as an additional director and, without prejudice to the provisions of the Act, may by ordinary resolution remove a director from office.

8. The removal of a director under article 5 or 7 shall be without prejudice to any claim the director may have for breach of any contract of service between him and the Company.
9. No person shall be disqualified from being or becoming a director by reason of his attaining or having attained the age of 70 or any other age.
10. A director who has duly declared his interest (so far as he is required to do so) may vote at a meeting of the directors or of a committee of the directors on any resolution concerning a matter in which he is interested, directly or indirectly. If he does, his vote shall be counted; and whether or not he does, his presence at the meeting shall be taken into account in calculating the quorum. Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company.

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Names and addresses of Subscribers

---

1. Peter William Long,  
73 Empress Drive,  
Chislehurst,  
Kent, BR7 5BQ.

2. Leon Neal  
34 Hill Crest,  
Turbridge Wells,  
Kent, TN4 0AJ.

---

Dated the 14th day of December 1989.

Witness to the above Signatures :-

June Pattinson,  
6A Maybrick Road,  
Hornchurch,  
Essex.

# G

## Notice of increase in nominal capital

# 123

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

--	--	--	--

2455508

Name of company

Severn Trent Environmental Services Limited

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 30th April 1990 the nominal capital of the company has been increased by £9,999,900 beyond the registered capital of £100

A copy of the resolution authorising the increase is attached.

The conditions (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follow:

To rank pari passu in all respects with the ordinary shares of the company.

Please tick here if  
continued overleaf

--

Signed

*C. G. McMillan*

Designation

*Company Secretary*

Date 18.5.90

Presentor's name address and  
reference (if any):

C. G. McMillan  
2297 Coventry Road  
Birmingham  
B26 3PU

For official Use  
General Section

Post room

10/12/1990

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

of

SEVERN TRENT ENVIRONMENTAL SERVICES LIMITED

(passed on 30 April 1990)

At an Extraordinary General Meeting of the Company duly convened and held at 2297 Coventry Road, Birmingham on 30 April 1990 the following ordinary resolution was duly passed.

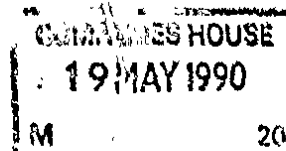
ORDINARY RESOLUTION

THAT:

- (1) the authorised share capital of the Company be increased to £10,000,000 by the creation of 9,999,900 Ordinary Shares of £1 each such new shares to carry the same rights as and rank pari passu in all respects with the existing Ordinary Shares in the capital of the Company; and
- (2) the Directors of the Company be and are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (as therein defined) on and subject to such terms as the Directors may determine provided always that:
  - (i) the authority hereby conferred shall be for a period of five years from the date hereof unless previously renewed, varied or revoked by the Company in General Meeting; and
  - (ii) the maximum amount of relevant securities which may be allotted pursuant to such authority shall be £3,500,000.
- (3) the Company may before the expiry of the period referred to in sub-paragraph (2) (i) of this resolution make an offer or agreement which would or might require relevant securities to be allotted after the expiration of that period and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

.....  
Chairman

GT7AAR





THE COMPANIES ACT 1985

---

COMPANY LIMITED BY SHARES

---

ORDINARY RESOLUTION

of

SEVERN TRENT ENVIRONMENTAL SERVICES LIMITED  
(passed on 11 March 1991)

At an Extraordinary General Meeting of the Company duly convened and held at 2297 Coventry Road, Birmingham on Monday 11 March 1991 the following ordinary resolution was duly passed.

ORDINARY RESOLUTION

THAT:

- (1) the Directors of the Company be and are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (as therein defined) on and subject to such terms as the Directors may determine provided always that:
  - (i) the authority hereby conferred shall be for a period of five years from the date hereof unless previously renewed, varied or revoked by the Company in General Meeting; and
  - (ii) the maximum amount of relevant securities which may be allotted pursuant to such authority shall be £10,000,000.
- (2) the Company may before the expiry of the period referred to in sub-paragraph (2) (i) of this resolution make an offer or agreement which would or might require relevant securities to be allotted after the expiration of that period and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

.....  
Chairman

**G**

**Notice of Increase  
in nominal capital**

**123**

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company Number

Name of company

--	--	--

2455508

Severn Trent Environmental Services Limited

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 7 May 1991 the nominal capital of the company has been increased by £65000000.00 beyond the registered capital of £10000000.00.

A copy of the resolution authorising the increase is attached.

The conditions (eg voting rights, dividend rights, winding-up rights etc) subject to which the new shares have been or are to be issued are as follow:

To rank pari passu in all respects with the ordinary shares of the Company.

Please tick if continuation  
sheet(s) are attached

☐

Signed

*[Signature]*

Designation *Secretary/Director* Date *29/5/91*

Presentor's name, address  
and reference (if any):

D. W. Mattin  
2297 Coventry Road  
BIRMINGHAM  
West Midlands  
B26 3PU

CHAPP

For official use  
General section

Post room

COMPANIES HOUSE  
30 MAY 1991  
M

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

of

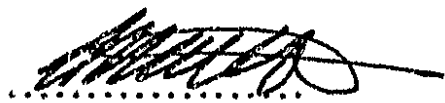
SEVERN TRFNT ENVIRONMENTAL SERVICES LIMITED  
(passed on 7 May 1991)

At an Extraordinary General Meeting of the Company duly convened and held at New Hall Walmley Sutton Coldfield West Midlands on 7 May 1991 the following ordinary resolution was duly passed.

ORDINARY RESOLUTION

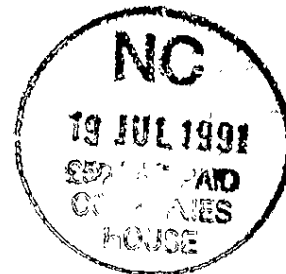
THAT:

- (1) the authorised share capital of the Company be increased to £75,000,000 by the creation of 65,000,000 Ordinary Shares of £1 each such new shares to carry the same rights as and rank *pari passu* in all respects with the existing Ordinary Shares in the capital of the Company; and
- (2) the Directors of the Company be and are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (as therein defined) on and subject to such terms as the Directors may determine provided always that:
  - (i) the authority hereby conferred shall be for a period of five years from the date hereof unless previously renewed, varied or revoked by the Company in General Meeting; and
  - (ii) the maximum amount of relevant securities which may be allotted pursuant to such authority shall be £75,000,000
- (3) the Company may before the expiry of the period referred to in subparagraph (2) (i) of this resolution make an offer or agreement which would or might require relevant securities to be allotted after the expiration of that period and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

  
.....  
Chairman

The Companies Act 1985  
Company Limited by Shares

CON  
40573  
MLS



### Special Resolution

Pursuant to section 378(2) of the Companies Act 1985

Company Number

2455508

Severn Trent Environmental Services Limited

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at:

2297 Coventry Road, BIRMINGHAM, West Midlands, B26 3PU

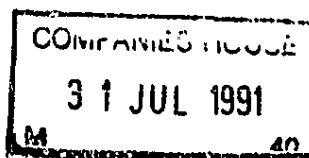
on 10 July 1991

the following SPECIAL RESOLUTION was duly passed, viz:-

That the name of the Company be changed to SEVERN TRENT OVERSEAS HOLDINGS LIMITED



U 680-  
080936



Signed

A handwritten signature in dark ink, appearing to be "J. H. Smith".

Position Director + Secretary

NOTE To be filed within 15 days of the passing of the special resolution

# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 2455508

I hereby certify that

SEVERN TRENT ENVIRONMENTAL SERVICES LIMITED

having by special resolution changed its name,

is now incorporated under the name of

SEVERN TRENT OVERSEAS HOLDINGS LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the 7 AUGUST 1991

A handwritten signature in dark ink, appearing to read 'L. Parry'.

MRS. L. PARRY

an authorised officer