

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

SHANKS & McEWAN (GREENGAIRS POWER GENERATION)  
LIMITED

Company Number: 2563623

Date of Incorporation 29 November 1990

The name of the company was changed from:  
Land Fill Gas (Services) Limited to  
Shanks & McEwan (Greengairs Power Generation) Limited

Effective from 18 August 1994



# THE COMPANIES ACT 1985

## A PRIVATE COMPANY LIMITED BY SHARES

### MEMORANDUM OF ASSOCIATION

#### OF

### SHANKS & McEWAN (GREENGAIRS POWER GENERATION) LIMITED

1. The Company's name is SHANKS & McEWAN (GREENGAIRS POWER GENERATION) LIMITED
2. The Company's registered office is to be situated in England and Wales
3. The Company's objects are:
  - 3.1 To carry on business as consultants advisers and experts in exploitation in all its respective branches and in associated and related services products and things and as general consultants advisers and experts to individuals businesses companies and institutions of all kinds wherever situated and as manufacturers distributors wholesalers retailers importers and exporters of and dealers in energy exploitation equipment apparatus plant machinery buildings fixtures and fittings of all kinds minerals chemical and industrial products and services of all descriptions gases drugs medicines disinfectants fertilisers salts acids foodstuffs oils colours glues gums pigments varnishes compositions dyes laboratory reagents and chemical electrical apparatus and material. To undertake analytical and research work of any kind. To carry on the trades or businesses of builders building contractors bricklayers roofing contractors stone masons house breakers pointing contractors shop front fitters painters plasterers decorators french polishers paper hangers sanitary engineers plumbers joiners carpenters engineers electricians monumental masons lime and cement merchants steeplejacks and lightning conductor erectors and maintainers. To undertake the erection construction decoration renovation repair cleansing and finishing of buildings erections constructions and works of all kinds.
  - 3.2 To plan, locate, design, establish, build, construct, own, equip, operate, make, use, administer, manage and maintain, improve, enlarge, alter, repair, replace and remove, develop, test, buy, sell, lease, manage or control works and the machines, apparatus and equipment of all kinds utilised in the extraction of energy and any facilities ancillary to the operation of such machines,

apparatus and equipment and to carry on any and all other activities ancillary thereto.

- 3.3 To acquire land either by purchase, lease, concession, grant, hire or otherwise and to establish, develop, exploit, operate and maintain the land, airspace, licences, consents or authorisations, concessions, exploration and production rights and rights and interests of all descriptions in or relating to the same, which may seem to the Company capable or possibly capable of facilitating the procurement, generation, supply, distribution, transformation, conversion, transmission, reduction, manufacture, processing, development, restoring, carrying, import and export of, or dealing in the extraction of energy and any facilities ancillary thereto or of affording a supply thereof.
- 3.4 To do anything that an electricity generator, electricity distributor, electricity supplier or electricity transmitter is empowered or required to do under or by virtue of, or under licence granted under, any enactment including (but without limitation to the generality of the foregoing) to sell, contract to sell, supply and contract to supply electricity and to provide all related and/or ancillary services related thereto.
- 3.5 To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render more profitable any of the property or rights of the Company.
- 3.6 To apply for, purchase, register or otherwise acquire and protect and renew, whether in the United Kingdom or elsewhere in any part of the world any patents, patent rights, brevets d'invention, designs, concessions, secret processes, trade marks, licences, and the like and to alter disclaim, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.
- 3.7 To purchase, take on lease or in exchange, hire or by any other means acquire and take options over any freehold, leasehold or any other real or personal property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business, or may enhance the value of any other property of the Company.
- 3.8 To acquire and undertake the whole or any part of the business, goodwill, assets, property, and liabilities of any person or company carrying on or proposing to carry on any business which the Company is authorised to carry on or possessed of property suitable for the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
- 3.9 To acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, co-operation, joint adventure, union of

interest or reciprocal concession with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which is capable of being conducted so as directly or indirectly to benefit the Company.

- 3.10 To enter into any arrangements with any governments or authorities supreme, local, municipal, or otherwise, or any company or person that may seem conducive to the attainment of the Company's objects, or any of them, and to obtain from any such government or authority any rights, charters, licences, privileges or concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply therewith.
- 3.11 To draw, make, accept, endorse, discount, execute, negotiate and issue promissory notes, bills of exchange bills of lading, warrants, debentures and other negotiable or transferable instruments,.
- 3.12 To invest and deal with the monies of the Company not immediately required in any manner, and to hold sell or otherwise deal with any investments made.
- 3.13 To subscribe for, take, or otherwise acquire, and hold shares, stock, debentures, debenture stock or other securities of any other company.
- 3.14 To establish or promote any other company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the company, or for any other purpose which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company and to place or guarantee the placing of, underwrite, subscribe for other otherwise acquire all or any part of the shares, debentures or other securities of any such company.
- 3.15 To advance and lend money or give credit, with or without security to customers and others, to enter into guarantees, contracts or indemnity and suretyships of all kinds, to receive money on deposit or loans and to become security for any persons, firms or companies.
- 3.16 To raise or borrow money in such a manner as the Company shall think fit, and to secure the repayment of any such money raised, borrowed or owing by mortgage, lien, charge or other security upon all or any of the property or assets of the Company (whether present or future) including its uncalled capital, and also by a similar mortgage, lien, charge or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- 3.17 To pay out of the funds of the Company all or any expenses which the Company may lawfully pay with respect to the promotion, formation and incorporation of the Company or to contract with any person firm or company to pay the same and to pay commissions to brokers and others for

underwriting, placing, selling, or guaranteeing the subscription of any shares, debentures of other securities of the Company.

- 3.18 To remunerate any person, firm or company whether by cash payment or by the allotment of shares, debentures of other securities of the Company credited as paid up in full or in part or otherwise.
- 3.19 To subscribe to or support any charitable object or any institution and to give pensions, bonuses, gratuities or assistance to any person who is serving or has served the Company, whether as a director, employee or otherwise, and his family and dependants; to make payments towards insurance, and to establish from and contribute to provident, superannuation and other similar funds and trust, associations, clubs, schools, and other institutions for the benefit of any such persons aforesaid.
- 3.20 To distribute among the members of the Company any property of the Company of any kind or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital of the Company be made except with the sanction for the time being required by law.
- 3.21 To procure the Company to be registered or recognised in any part of the world.
- 3.22 To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts and also to act in any of the businesses of the Company in any part of the world through or by means of agents, subcontractors or others.
- 3.23 To improve, develop, manage, grant rights or privileges in respect of, construct, repair, let on lease or otherwise, exchange, mortgage, charge, dispose of, sell, grant licences in respect of, turn to account, grant options in respect of, or otherwise deal with all or any part of the property and rights of the Company both real and personal.
- 3.24 To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any company purchasing the same.
- 3.25 To do all or any of the matters or things aforesaid in any part of the world and to do such matters or things either as principals, agents, contractors or otherwise and by or through agents, contractors, or otherwise and either alone or in conjunction with others.
- 3.26 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:

- (i) the objects specified in each sub-clause shall be regarded as independent objects, and they shall not be limited or restricted, except where otherwise expressed in such sub-clauses, by reference to or inference from the terms of any other sub-clause or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said sub-clauses defined the objects of a separate and distinct company.
  - (ii) the word "company", except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporated, and whether incorporated, registered, resident or domiciled in the United Kingdom or elsewhere.
4. The liability of the members is limited.
5. The Company's share capital is £1,000,000 divided into 1,000,000 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.

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NAMES AND ADDRESSES OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
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Jean Brown  
International House  
82-86 Deansgate  
Manchester  
M3 2ER

One

Graham Brown  
International House  
82-86 Deansgate  
Manchester  
M3 2ER

One

: Dated 20th November 1990

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Witness to the above Signatures:

Michael Robert Swinburne  
International House  
82-86 Deansgate  
Manchester  
M3 2ER