

BG STORAGE LIMITED
COMPANY NUMBER 3294124

Passed on 8 December 1999

The Companies Acts 1985 and 1989

**AT an Extraordinary General Meeting of the above named Company the following
Resolution was passed as a Special Resolution**

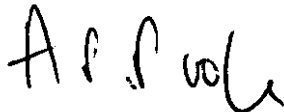
As Special Resolutions

- 1. That the regulations contained in the print of the Articles of Association be and are hereby approved and adopted as the Articles of Association for the Company in substitution for, and to the exclusion of, the existing Articles**

As Ordinary Resolutions

- 2. That the authorised share capital be increased from £100 to £500,000,000 by the creation of 499,999,900 shares of £1 each ranking in all respects pari passu with the 100 existing shares of £1 each in the capital of the Company.**
- 3. That the Directors be and they are hereby generally and unconditionally authorised for the purpose of Section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount of £500,000,000, provided that the authority hereby given shall expire 5 years after the passing of this resolution unless previously renewed, revoked or varied save that the Directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.**

Certified a true Copy



Andrew Poole

Company Secretary

Date: 15 December 1999



COMPANY LIMITED BY SHARES

**ARTICLES OF ASSOCIATION OF
BG STORAGE LIMITED**

Adopted by Special Resolution passed on 8 December 1999

1 Preliminary

- 1.1 Subject as hereinafter provided and so far as not inconsistent with the provisions of these Articles, the regulations contained in Table A of the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "**Table A**"), and made pursuant to the provisions of the Companies Act (hereinafter referred to as "**The Act**") and the Companies Act 1989 (hereinafter referred to as the "**1989 Act**") shall apply to the Company.
- 1.2 Regulations 24, 35, 40, 73, 74 75 and 77 to 81 inclusive of Table A shall not apply to the Company.
- 1.3 The expressions "relevant securities" and "equity securities", wheresoever appearing herein, shall bear the meanings ascribed to them by the Act.

2 Shares

- 2.1 The share capital of the Company at the date of the adoption of these Articles is £500,000,000 divided into 500,000,000 Ordinary Shares of £1 each.
- 2.2 Subject to Section 80 of the Act, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 2.3 Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £500,000,000; and
by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.
- 2.4 The authority conferred upon the Directors to allot relevant securities may at any time, by Ordinary Resolution of the Company in General Meeting, be revoked, varied or renewed (whether or not it has been previously renewed hereunder) for a further period not exceeding five years.

3 Allotment of Equity Securities

Section 89(1) and Section 90(1) to (6) of the Act shall not apply to any allotment of equity securities by the Company.

4 Issue of Shares

4.1 No share shall be issued at a discount.

4.2 The Company shall not have power to issue share warrants to bearer.

4.3 Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

5 Redemption and Purchase of Shares

Subject to the provisions of the Act and the 1989 Act:

5.1 The Company may purchase any of its own shares, provided that the terms of any contract under which the Company will or may become entitled or obliged to purchase its own shares shall be authorised by Special Resolution of the Company in General Meeting before the Company enters into the contract.

5.2 The Company shall be authorised, in respect of the redemption or purchase of any of its own shares, to give such financial assistance, or to make such payments out of capital as may be permissible in accordance with the Act, provided that any such assistance or payment shall first be approved by Special Resolution of the Company in General Meeting.

5.3 The Company may by Special Resolution reduce its Share Capital and any capital redemption reserve or share premium account in any manner authorised by law.

6 Lien

In regulation 8 of Table A, the words "(not being a fully paid share)" shall be omitted. The Company shall have a first and paramount lien on all shares standing registered in the name of any person (whether he be the sole registered holder thereof or one of two or more joint holders) for all moneys presently payable by him or his estate to the Company.

7 Transfer of Shares

The Directors may, in their absolute discretion and without assigning any reasons therefore, decline to register any transfer of any share, whether or not it is a fully paid share.

8 Appointment of Proxies

8.1 At the end of regulation 38 of Table A there shall be inserted the following: "In every notice of a general meeting there shall appear the statement referred to in Section 372(3) of the Act, in relation to the right of a member to appoint proxies".

8.2 An instrument appointing a proxy (and, where it is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof) must **either** be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting (or, if no place is so

specified, at the registered office) before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used or be delivered to the Secretary (or the chairman of the meeting) on the day and at the place of, but in any event before the time appointed for holding, the meeting or adjourned meeting or poll. The instrument may be in the form of a facsimile or other machine-made copy and shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates. An instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered for the purposes of any meeting shall not require again to be delivered for the purposes of any subsequent meeting to which it relates. Regulation 62 of Table A shall not apply.

9 Proceedings at General Meetings

- 9.1** No business shall be transacted at any Meeting unless a quorum is present. If, and so long as, the Company has only one member, one person entitled to attend at the Meeting, being the sole member, present in person or by proxy or (in the case of a corporation) a duly authorised representative shall be a quorum, otherwise the quorum shall be two such persons entitled to attend at that meeting. At the end of regulation 41 of Table A there shall be inserted the following: "If within half an hour from the time appointed for the holding of an adjourned meeting a quorum is not present, the members present shall be a quorum".
- 9.2** Where the Company has only one member, that sole member (or the proxy or authorised representative of the sole member representing that member at the relevant general meeting) shall be the chairman of any general meeting of the Company and regulation 42 of Table A shall be modified accordingly.
- 9.3** A proxy for a sole member of the Company may vote on a show of hands and regulation 54 of Table A shall be modified accordingly.
- 9.4** At the end of regulation 57 of Table A there shall be inserted the following "except when he is the sole member".
- 9.5** In regulation 59 of Table A, the second sentence shall be omitted.
- 9.6** The provisions of these Articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to a company which has only one member.

10 Written Resolutions

A resolution in writing signed or approved by letter, telex, facsimile transmission or cable by each member for the time being entitled to receive notice of and to attend and vote at general meetings (or being a corporation by their representative) shall be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held. Any such Resolution may consist of several documents in the like form each signed by all members or their attorneys or, where the Company shall have only one member, that member or their attorney (or, in the case of a member which is a body corporate, by a director thereof or by a duly appointed representative). Regulation 53 shall not apply to the Company.

11 Decisions of Sole Member

In addition to any other manner in which the member or members of the Company are authorised under the Act to reach and record their decisions in relation to the Company, a member who is for the time being the sole member of the Company shall be entitled to take any decision which may be taken by the Company in general meeting and such decision shall have effect as if agreed by the Company in general meeting, subject as hereinafter follows:

- 11.1** A decision taken by virtue of this clause shall be notified to the Company within seven days of the date on which it was taken, failing which such decision shall be invalid and of no effect.
- 11.2** Any resolution of a kind described below shall not be capable of being passed by virtue of the procedure described in this clause:
 - 11.2.1** Any resolution, which if passed at a general meeting, would need to be passed as a Special Resolution or Extraordinary Resolution.
 - 11.2.2** Any resolution to change the terms of appointment of the officers or auditors.
 - 11.2.3** Any resolutions requiring special notice.

12 Appointment of Directors

The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

13 Overriding Provisions

Any member holding, or any members together holding, shares carrying not less than 90 per cent of the votes which may for the time being be cast at a general meeting of the Company may at any time and from time to time:

- 13.1** appoint any person to be a Director (whether to fill a vacancy or as an additional Director);
- 13.2** remove from office any Director howsoever appointed but so that if he holds an appointment to an executive office which thereby automatically determines such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company;
- 13.3** by notice to the Company require that no unissued shares shall be issued or agreed to be issued or put under option without the consent of such member or members;
- 13.4** restrict any or all powers of the Directors in such respects and to such extent as such member or members may by notice to the Company from time to time prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed by the member or members. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of such member or members has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.

To the extent of any inconsistency this Article shall have overriding effect as against all other provisions of these Articles.

14 Disqualification and Removal of Directors

The office of a Director shall be vacated if:-

- 14.1** he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or
- 14.2** he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- 14.3** he is, or may be, suffering from mental disorder and, in relation thereto, he is admitted to hospital for treatment or an order is made by any court having jurisdiction in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- 14.4** he resigns his office by notice to the Company; or
- 14.5** he is requested in writing by all the other Directors (being at least two in number) to resign but so that if he holds an appointment to an executive office which thereby automatically determines such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company.

15 Age Requirement

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 and no special formality in connection with the appointment or election of any Director over a specified age shall apply to the Company.

16 Proceedings of Directors

- 16.1** If and so long as there shall be one Director only he shall be entitled to exercise all the powers and shall carry out all the duties assigned to Directors and the provisions of these Articles and the regulations of Table A shall be construed accordingly.
- 16.2** In regulation 64 of Table A for the word "two" there shall be substituted the word "one" and in the first sentence of regulation 89 of Table A for the word "two" there shall be substituted the word "one".

17 Alternate Directors

- 17.1** An alternate Director shall (except when absent from the United Kingdom) be entitled to receive notices of meetings of the Directors and of any committee of the Directors of which his appointor is a member and shall be entitled to attend and vote as a Director and be counted in the quorum at any such meeting at which his appointor is not personally present and generally at such meeting to perform all functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director. If he shall be himself a Director or shall attend any such meeting as an alternate for more than one Director, his voting rights shall be cumulative but he shall not be counted more than once for the

purposes of the quorum. If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall not (save as aforesaid) have power to act as a Director, nor shall he be deemed to be a Director for the purposes of these Articles, nor shall he be deemed to be the agent of his appointor. Regulations 66 and 69 shall not apply.

- 17.2** An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent *mutatis mutandis* as if he were a Director but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration 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.
- 17.3** An appointment or removal of an alternate Director may be effected at any time by notice in writing to the Company given by his appointor. An alternate Director may also be removed from his office by not less than twenty four hours' notice in writing to the Company and to the appointor given by a majority of his co-Directors. This article shall have effect in substitution for regulation 68 of Table A which shall not apply to the Company.

18 Delegation of Directors' Powers

18.1 The Directors may delegate any of their powers:-

- 18.1.1** to any chief executive Director, any Director holding any other executive office or any other Director;
- 18.1.2** to any committee consisting of one or more Directors and (if thought fit) one or more other persons, but a majority of the members of the committee shall be Directors and no resolution of the committee shall be effective unless a majority of those present when it is passed are Directors; and
- 18.1.3** to any local or regional board, body or agency for managing any of the affairs of the Company either in the United Kingdom or elsewhere.

- 18.2** Any such delegation (which may include authority to sub-delegate all or any of the powers delegated) may be subject to any conditions the Directors impose, and either collaterally with or to the exclusion of their own powers and may be revoked or varied. The power to delegate under this article, being without limitation, includes power to delegate the determination of any fee, remuneration or other benefit which may be paid or provided to any Director; and the scope of the power to delegate under subparagraph 18.1.1, 18.1.2 or 18.1.3 shall not be restricted by reference to or inference from any other of those paragraphs. Subject as aforesaid, the proceedings of any committee, local board or agency with two or more members shall be governed by such of these Articles as regulate the proceedings of Directors so far as they are capable of applying. Regulation 72 of Table A shall not apply to the Company.

19 Meetings of Directors

All or any of the members of the Board or any committee of the Board may validly participate in a meeting of the Board or a committee of the Board by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear and be heard by each other. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and be entitled to vote. Such a meeting shall be deemed to take place where the Chairman of the meeting is.

20 Borrowing Powers

The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and, subject to Section 80 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.

21 Directors' Interests and Remuneration

21.1 A Director may vote in respect of any contract or arrangement in which he, or any person with whom he is connected, is interested and be counted in the quorum present at any meeting of the Directors or, if otherwise so entitled, at any General Meeting of the Company at which any such contract or arrangement is proposed or considered, and if he shall so vote, his vote shall be counted. Save as otherwise agreed, he may retain for his own absolute use and benefit all profits and advantages directly or individually accruing to him thereunder or in consequence therein. This article shall have effect in substitution for regulations 94 to 98 inclusive of Table A, which regulations shall not apply to the Company.

21.2 Any Director who serves on any committee, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, commission or otherwise or may receive such other benefits as the Directors may determine. Regulation 82 shall be extended accordingly.

22 Minutes

In addition to the requirements of regulation 100 of Table A the Directors shall cause a written record to be made in the minute book of all decisions taken by a sole member under the provisions of Articles 10 and 11 hereof.

23 Indemnity

23.1 Subject to the provisions of and so far as may be consistent with the Act, every Director, Secretary or other officer of the Company shall be indemnified by the Company out of its own funds against and/or exempted by the Company from all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) 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 are 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.*

- 23.2** Without prejudice to paragraph 24.1 of this article the Directors shall have power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time Directors, officers or employees of any Relevant Company (as defined in paragraph 24.3 of this article) or who are or were at any time trustees of any pension fund or employees' share scheme in which employees of any Relevant Company are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to any Relevant Company, or any such pension fund or employees' share scheme.
- 23.3** For the purpose of paragraph 24.2 of this article "**Relevant Company**" shall mean the Company, any holding company of the Company or any other body, whether or not incorporated, in which the Company or such holding company or any of the predecessors of the Company or of such holding company has or had any interest whether direct or indirect or which is in any way allied to or associated with the Company, or any subsidiary undertaking of the Company or of such other body.