

Company No. 3368684

THE COMPANIES ACTS 1985 AND 1989

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PRIVATE COMPANY LIMITED BY SHARES

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SPECIAL RESOLUTION

of

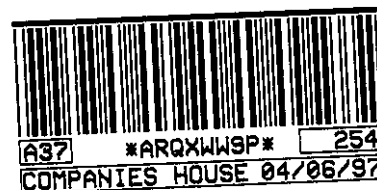
GAS 300 LIMITED

At an extraordinary general meeting of the Company held at Sussex House, 6 The Forbury, Reading, Berkshire RG1 3EJ on 30 May 1997 the following resolution was passed as a special resolution:

SPECIAL RESOLUTION

1. THAT new articles of association in the form of the annexed draft, initialled by the chairman for the purpose of identification, be adopted in substitution for the existing articles of association of the Company.

  
CHAIRMAN



Company Number: 3368684

*S. L. Hewitt* CHAIRMAN  
30/5/97

**THE COMPANIES ACTS 1985 AND 1989**

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**PRIVATE COMPANY LIMITED BY SHARES**  
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**ARTICLES OF ASSOCIATION**

- of -

**GAS 300 LIMITED**

(Adopted by Special Resolution passed on 30 May 1997)

**1. INTERPRETATION**

**1.1 In these Articles:**

1.1.1 "Table A" means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 and references to Regulations are to regulations in Table A.

1.1.2 words importing the singular include the plural, and vice versa;

1.1.3 words importing the masculine include the feminine, and vice versa;

1.1.4 words importing persons include corporations;

1.1.5 unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification not in force on the date Table A became binding on the Company; and

1.1.6 any reference to these Articles to any provision of the Act shall be construed as a reference to such provisions for the time being in force, including any statutory modification or re-enactment thereof.

**1.2** In the first line of Regulation 1 after the word "regulations" the words "and in any articles adopting in whole or in part the same" shall be inserted.

**1.3** For the purposes of these Articles the expression "the Company's Holding

Company" shall mean any person or company which for the time being holds more than half in nominal value of the equity share capital of the Company and any holding company of any such person or company.

- 1.4 In these Articles reference to the "prior consent in writing of the Company's Holding Company" shall include any such consent whether it is in general terms or by reference to a specific event or events.

## **2. APPLICATION OF TABLE A**

- 2.1 The Regulations contained in Table A shall apply to the Company save insofar as they are excluded or varied hereby.
- 2.2 Regulation 24, 39, 40, 53, 72 to 77 (inclusive), 79, 80, 90 and 93 shall not apply to the Company. These Articles and the remaining Regulations, subject as hereinafter provided shall constitute the regulations of the Company. These Articles shall prevail whenever there is any inconsistency between the provision of these Articles and the Regulation.

## **3. PRIVATE COMPANY**

- 3.1 The Company is a private company as defined by section 1(3) of the Act, and accordingly:
- 3.1.1 the Company shall not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company; and
- 3.1.2 the Company shall not 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 such shares or debentures being offered for sale to the public;

and sections 58 to 60 of the Act shall apply for the purposes of this Article as they apply for the purposes of the Act.

## **4. SHARE CAPITAL**

The authorised share capital of the Company is £20,000 divided into 20,000 Ordinary Shares of £1 each.

## **5. ALLOTMENT OF SHARES**

- 5.1 Subject to these Articles, all unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the directors who may with the prior consent in writing of the Company's Holding Company allot, grant options over, offer or otherwise deal with or dispose of the same to such persons (including any directors) at such times and generally on such terms and conditions and in such manner as the directors think proper.
- 5.2 The directors are hereby generally and unconditionally authorised for the

purposes of section 80 of the Act but subject to their obtaining the prior consent in writing of the Company's Holding Company to exercise the powers of the Company to allot relevant securities, and subject as aforesaid are authorised to make offers or agreements which would or might require relevant securities to be allotted after the expiry of such authority, but so that unless and until such authority is at any time and from time to time revoked, varied or renewed in accordance with the said section 80;

5.2.1 the maximum amount of the relevant securities that may be allotted under such authority shall be £20,000 (being the amount of the authorised share capital at the date of adoption of these Articles); and

5.2.2 such authority shall expire on the fifth anniversary of the date of the adoption of these Articles.

5.3 Sub-section (1) of section 89 of the Act is hereby excluded in its application in relation to allotments of equity securities.

## **6. TRANSFER OF SHARES**

The directors shall register any transfer of any share, whether or not it is a fully paid share, with the prior consent in writing of the Company's Holding Company or if the transfer is a transfer to or from the Company's Holding Company, and the directors shall decline to register the transfer of a share in any other circumstances.

## **7. PROCEEDINGS AT GENERAL MEETINGS**

7.1 No business shall be transacted at any general meeting unless a quorum of members is present. Subject to Clause 7.2 the quorum for any general meeting shall be two members present in person or by proxy, of whom one shall be the Company's Holding Company by its duly authorised representative or proxy.

7.2 If and for so long as the Company has only one member, that member present in person or by proxy if that member is a corporation by a duly authorised representative or proxy shall be a quorum.

## **8. DIRECTORS**

8.1 Unless and until the Company in general meeting shall otherwise determine, the number of directors shall not be subject to any maximum but shall not be less than two.

8.2 The Company's Holding Company shall have power from time to time and at any time to appoint any person or persons as a director or directors and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by a director or the Secretary of the Company's Holding Company on its behalf, and shall take effect when delivered to the registered office for the time being of the Company or to the

Secretary of the Company or when produced at a meeting of the directors.

- 8.2 Any member holding 75% or more of the issued share capital from time to time shall have the power to appoint up to three directors and to remove any such director.
- 8.3 Any member holding 25% or more of the issued share capital from time to time shall have the power to appoint one and to remove such director.
- 8.4 The directors shall not be subject to retirement by rotation and accordingly all references in the regulations of Table A to retirement by rotation shall be disregarded.
- 8.5 The remuneration of the directors shall from time to time be determined by the Company's Holding Company. Regulation 82 shall be modified accordingly.

## 9. **ALTERNATE DIRECTORS**

- 9.1 Any notice of appointment or removal of a alternate director shall be delivered at the registered office of the Company.
- 9.2 If his appointor is for the time being absent from the United Kingdom or otherwise not available the signature of his alternate director to any resolution in writing of the directors shall be as effective as the signature of the absent director. An alternate director shall be deemed to be a director for the purpose of signing instruments to which the seal is affixed and Regulation 101 shall be modified accordingly.
- 9.3 Regulation 66 shall be read and construed as if there were added at the end thereof the following:

"If any alternate director 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 a quorum of two or more shall not be constituted by an alternate director acting alone notwithstanding that he acts as alternate for more than one director or is himself a director."

- 9.4 The final sentence of Regulation 88 shall be omitted.

## 10. **DELEGATION OF DIRECTORS' POWER**

The directors may delegate any of their powers or discretions to committees consisting of such director of directors as they shall designate, any such delegation being made subject to such conditions as shall have been previously approved or imposed in writing by the Company's Holding Company. The power to delegate under this Article, being without limitation (and without prejudice to the generality of the foregoing) 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 this

Article shall not be restricted by reference to or inference from any other provision of these Articles. Any such delegation may be revoked by the directors. Subject to any such conditions as aforesaid, the proceedings of any such committee shall be governed by the articles of the Company regulating the proceedings of directors so far as they are capable.

## 11. **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

Regulation 81 shall be modified:

11.1 by the deletion of the words "either - (i)" to "1960, or (ii)" in paragraph (c) thereof and the inclusion therein after the words "property or affairs" of the words "and the other directors pass a resolution that he has by reason of mental disorder vacated office";

11.2 by the deletion of paragraph (d) thereof and the inclusion in place thereof of the following:

"(d) he resigns (but in the case of a director holding any executive office, subject to the terms of any contract between him and the Company) his office by notice in writing delivered to the registered office of the Company or tendered at a meeting of the directors and the directors resolve to accept the same"; and

11.3 by the inclusion after paragraph (e) thereof of the following:

"(f) he is removed from office pursuant to Article 8".

## 12. **BORROWING AND GUARANTEE POWERS**

12.1 The directors may, subject to their obtaining the prior consent in writing of the Company's Holding Company, exercise all the powers of the Company to borrow money, whether or not in excess of the nominal amount of the share capital of the Company for the time being issued, in such manner and upon such terms and on such security (in each case, subject to any constraint imposed by such consent) as may seem to them to be expedient and subject as hereinbefore stated to mortgage or charge all or any part or parts of its undertaking, property and assets, both present and future, including its uncalled capital, and subject as hereinbefore stated and to compliance with the requirements of 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.

12.2 The directors may, subject to their obtaining the prior consent in writing of the Company's Holding Company, exercise all the powers of the Company to give guarantees or indemnities either with or without the Company receiving any consideration or advantage (direct or indirect) from giving any such guarantee or indemnity and in particular (but without limiting the generality of the foregoing) may give such guarantee or indemnity for the performance of the contracts, engagements, liabilities, obligations, mortgages, charges, debentures, debenture

stock and bonds of and payment of the capital or principal (together with any premium) of and dividends or interest on any stock, shares or securities of any company which is a subsidiary or holding company of the Company or a subsidiary of any such holding company or in which the Company is for the time being directly or indirectly interested.

13. **GRATUITIES AND PENSIONS**

13.1 The directors may, subject to their obtaining the prior consent in writing of the Company's Holding Company, on behalf and out of the monies of the Company pay or provide or agree to pay or provide in addition to any other remuneration pensions or gratuities (either revocable or irrevocable and either subject to or not subject to any terms and conditions) gratuities superannuation sickness benevolent compassionate welfare or other allowances and benefits life or endowment assurances or other like benefits for all or any of the Directors who hold or have held executive office or salaried employment with the Company or in any company which is a subsidiary of the Company or of the Company's Holding Company or is allied to or associated with the Company or for any other person or persons who may have served the Company or any such Director or other person. The Directors shall also have the power, subject to their obtaining the prior consent in writing of the Company's Holding Company, to establish and maintain to and to concur with any Company in establishing and maintaining and to make contributions out of the Company's monies to schemes funds policies or trusts (either contributory or non-contributory) for providing any benefits pursuant to the provisions of this Article. Any Director shall be entitled to receive and retain for his own use any such pension annuity gratuity allowance assurance or other benefit and his right so to do shall not be affected by his being appointed or continuing in office as a Director or receiving remuneration as such after the date on or from which the same becomes payable.

13.2 Regulation 87 in Table A shall not apply to the Company.

14. **PROCEEDINGS OF DIRECTORS**

14.1 Reference to "meeting of the directors" in Regulation 88 shall be read and construed to include meeting either in person or by telephone or any other communication equipment which allows all persons participating in the meeting to hear each other. A person participating in any such meeting by telephone or other communication equipment shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in the quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is.

14.2 A resolution in writing:

14.2.1 of the directors of which each of the directors entitled to receive notice of

a meeting of directors has approved; or

14.2.2 of a committee of directors of which each of the members of the committee entitled to receive notice of a meeting of such committee has approved,

either by signing the same (whether the same consists of one instrument or of several instruments in like form each signed by one or more directors or members as the case may be) or by giving to the Company notice of his approval by letter or facsimile transmission or other device for the transmission of written matter, shall be as valid and effective for all purposes as a resolution passed at a meeting of the directors or, as the case may be, of such committee duly convened and held.

14.3 A director may vote as a director on a resolution concerning any matter in which he has, directly or indirectly, an interest or duty and he may count in the quorum and if he shall so vote his vote shall be counted PROVIDED THAT he shall have disclosed the nature and extent of his interest in accordance with the Act. Regulation 94 shall be modified and construed accordingly.

## 15. **COMPULSORY TRANSFER**

In any case where a shareholder ceases to be a director or employee of the Company or any of its subsidiaries (and is not continuing as a director or employee of the Company or any of its subsidiaries) he shall be deemed to have served a transfer notice in respect of his entire holding of shares, and the price payable to him shall be the fair price (as certified by the auditors) of the shares in question.

## 16. **DIVIDENDS**

16.1 Regulation 103 shall be modified by the deletion therefrom of the word "interim" wherever it appears in such Regulation.

16.2 Regulation 104 shall be modified by the addition of the word "nominal" before the words "amounts paid up on the shares" in the first and second sentences thereof.

16.3 Regulation 105 shall be modified by the addition of the words "subject to the provisions of the Act" at the beginning of the regulation.

## 17. **INDEMNITY**

17.1 Subject to the provisions of the Act every director and other officer and auditor for the time being of the Company shall be entitled to be indemnified out of the assets of the Company against all losses, costs, charges, expenses and liabilities (including without prejudice to the generality of the foregoing any such liability as is mentioned in section 310(3)(b) of the Act or any statutory modification, amendment or re-enactment thereof from time to time in force) which he may sustain or incur in or about the execution of his office and discharge or purported