

# G

## COMPANIES FORM No. 123

### Notice of increase in nominal capital

# 123

CHFP025

Please do not  
write in  
this margin

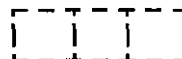
Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies  
(Address overleaf)

For official use

Company number



3724230

Name of company

\*MACQUARIE EUROPEAN INFRASTRUCTURE PUBLIC LIMITED COMPANY

\*insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 1st September 2000 the nominal capital of the company has been

increased by £ 2 beyond the registered capital of £ 200,000,000.

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 follows :

Please see attached sheets, which are extracts from the Articles of  
Association.

† the copy must be  
printed or in some  
other form approved  
by the registrar

Please tick here if  
continued overleaf

X

‡ Insert  
Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

Signed

Designation ‡

Secretary

Date 2nd October 2000

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

Herbert Smith  
Exchange House  
EC2A 2HS

For official Use  
General Section

Post room



**A SPECIAL SHARE**

1. THE A SPECIAL SHARE MAY BE ISSUED TO, HELD BY AND TRANSFERRED ONLY TO MIIMUK, ITS SUCCESSORS OR ASSIGNS.

2. THE A SPECIAL SHAREHOLDER MAY FROM TIME TO TIME:

(1) APPOINT UP TO (BUT NO MORE THAN) 50% OF THE DIRECTORS; AND

(2) APPOINT ANY ONE OF SUCH DIRECTORS TO BE MANAGING DIRECTOR

(PROVIDED THAT SUCH PERSONS HAVE SUITABLE EXPERIENCE AND QUALIFICATIONS HAVING REGARD TO THE EXPERIENCE AND QUALIFICATIONS REQUIRED OF A NON-EXECUTIVE OR EXECUTIVE DIRECTOR AS THE CASE MAY BE OF A COMPANY ADMITTED TO THE OFFICIAL LIST OF THE ASX.

ANY SUCH PERSON APPOINTED DIRECTOR OR MANAGING DIRECTOR MAY AT ANY TIME BE REMOVED FROM OFFICE BY THE A SPECIAL SHAREHOLDER. ANY SUCH APPOINTMENT OR REMOVAL SHALL BE MADE IN WRITING BY THE A SPECIAL SHAREHOLDER AND SHALL TAKE EFFECT ON OR FROM THE DATE ON WHICH NOTICE IN WRITING THEREOF IS LODGED AT THE OFFICE OR DELIVERED TO THE SECRETARY OR TO A MEETING OF DIRECTORS.

3. THE A SPECIAL SHAREHOLDER SHALL BE ENTITLED TO RECEIVE NOTICE OF AND ATTEND ANY GENERAL MEETING BUT SHALL BE ENTITLED TO VOTE ONLY ON A RESOLUTION TO REMOVE A DIRECTOR APPOINTED BY THE HOLDER OF THE A SPECIAL SHARE AND, IN RESPECT OF SUCH A RESOLUTION, SHARES SHALL CARRY NO VOTES.

4. IF ANY DIRECTOR APPOINTED BY THE A SPECIAL SHAREHOLDER PURSUANT TO ARTICLE 13 RESIGNS, RETIRES OR IS REMOVED BY THE COMPANY WHILE THE A SPECIAL SHAREHOLDER CONTINUES TO HAVE THE RIGHT TO APPOINT A DIRECTOR UNDER ARTICLE 13, THEN, NOTWITHSTANDING ANYTHING IN THESE ARTICLES, THE A SPECIAL SHAREHOLDER SHALL BE ENTITLED TO APPOINT A REPLACEMENT DIRECTOR IN THE SAME MANNER AS THE APPOINTMENT OF SUCH DIRECTOR.

5. ON A DISTRIBUTION OF CAPITAL ON A WINDING UP OF THE COMPANY, THE A SPECIAL SHAREHOLDER SHALL BE ENTITLED TO REPAYMENT OF THE CAPITAL PAID UP OR TREATED FOR THE PURPOSES OF THE ACT AS PAID UP ON THE A SPECIAL SHARE IN PRIORITY TO ANY REPAYMENT OF CAPITAL TO ANY OTHER MEMBER OF THE COMPANY. THE A SPECIAL SHARE SHALL CONFER NO OTHER RIGHT TO PARTICIPATE IN THE CAPITAL OR PROFITS OF THE COMPANY.

6. THE A SPECIAL SHARE SHALL NOT BE REDEEMED OTHER THAN AS PROVIDED FOR BELOW:

(1) THE A SPECIAL SHAREHOLDER MAY, AFTER CONSULTING WITH THE COMPANY AND SUBJECT TO PROVISIONS OF THE ACT, REQUIRE THE COMPANY TO REDEEM THE A SPECIAL SHARE AT PAR, BY GIVING NOTICE TO THE COMPANY AND DELIVERING THE RELEVANT SHARE CERTIFICATE TO THE COMPANY.

(2) THE COMPANY MAY REDEEM THE A SPECIAL SHARE AT PAR:

(A) WITH THE CONSENT OF THE A SPECIAL SHAREHOLDER, FOLLOWING NOTICE TO THE A SPECIAL SHAREHOLDER;

(B) WITHOUT CONSENT OF THE A SPECIAL SHAREHOLDER'S CONSENT, FOLLOWING NOTICE TO THE A SPECIAL SHAREHOLDER UPON

**UNSTAPLING OR UPON TERMINATION OF THE MANAGEMENT  
AGREEMENT TO BE ENTERED INTO BY THE COMPANY AND MIIMUK,**

and the A Special Shareholder shall deliver the relevant share certificate to the Company prior to the date given in the notice for redemption.

- (3) THE COMPANY SHALL REDEEM THE A SPECIAL SHARE IMMEDIATELY IF AN ASSOCIATED COMPANY OF MACQUARIE BANK LIMITED IS NEITHER THE MIT (I) TRUSTEE NOR THE MIT (II) TRUSTEE AND THE A SPECIAL SHAREHOLDER SHALL DELIVER THE RELEVANT SHARE CERTIFICATE TO THE COMPANY WITHIN 7 DAYS OF RECEIPT OF A WRITTEN REQUEST FROM THE COMPANY FOR DELIVERY OF SUCH SHARE CERTIFICATE.
7. ON THE REDEMPTION OF THE A SPECIAL SHARE, THIS ARTICLE, ARTICLES 12 TO 17 AND ARTICLE 19 SHALL CEASE TO HAVE EFFECT. ON ANY REDEMPTION BY THE COMPANY OF THE A SPECIAL SHARE, THE CERTIFICATE IN RESPECT THEREOF SHALL BE DEEMED TO HAVE BEEN CANCELLED ON THE DATE ON WHICH THE A SPECIAL SHARE IS REDEEMED IN FULL.
8. NOTWITHSTANDING ARTICLE 28, A VARIATION OF THE RIGHTS ATTACHING TO THE A SPECIAL SHARE SHALL BE EFFECTIVE ONLY WITH THE EXPRESS PRIOR CONSENT IN WRITING OF THE A SPECIAL SHAREHOLDER AND WITHOUT SUCH CONSENT SHALL NOT BE DONE OR CAUSED TO BE DONE.

**B SPECIAL SHARE**

9. THE B SPECIAL SHARE MAY ONLY BE ISSUED TO THE MIT (II) TRUSTEE, ITS SUCCESSORS OR ASSIGNS. SUBJECT TO ARTICLE 26, UPON THE MIT (II) UNITS CEASING TO BE STAPLED TO THE CUFs, PROVIDED THAT THE MIT (I) UNITS ARE STILL STAPLED TO THE CUFs, THEN THE B SPECIAL SHARE SHALL BE TRANSFERRED TO THE MIT (I) TRUSTEE AS SOON AS PRACTICABLE. FOR THE AVOIDANCE OF DOUBT, THE B SPECIAL SHARE MAY NOT BE HELD BY ANY PERSON OTHER THAN THE MIT (I) TRUSTEE OR THE MIT (II) TRUSTEE.
10. THE B SPECIAL SHAREHOLDER MAY FROM TIME TO TIME APPOINT UP TO BUT NO MORE THAN 25% OF THE DIRECTORS PROVIDED THAT ANY PERSON SO APPOINTED HAS SUITABLE EXPERIENCE AND QUALIFICATIONS HAVING REGARD TO THE EXPERIENCE AND QUALIFICATIONS REQUIRED OF A DIRECTOR OF A COMPANY ADMITTED TO THE OFFICIAL LIST OF THE ASX.
- ANY SUCH PERSON MAY AT ANY TIME BE REMOVED FROM OFFICE BY THE B SPECIAL SHAREHOLDER. ANY SUCH APPOINTMENT OR REMOVAL SHALL BE MADE IN WRITING BY THE B SPECIAL SHAREHOLDER AND SHALL TAKE EFFECT ON OR FROM THE DATE ON WHICH NOTICE IN WRITING THEREOF IS LODGED AT THE REGISTERED OFFICE FOR THE TIME BEING OF THE COMPANY OR DELIVERED TO THE SECRETARY OR TO A MEETING OF DIRECTORS.
11. THE B SPECIAL SHAREHOLDER SHALL BE ENTITLED TO RECEIVE NOTICE OF AND ATTEND ANY GENERAL MEETING BUT SHALL BE ENTITLED TO VOTE ONLY ON A RESOLUTION TO REMOVE A DIRECTOR APPOINTED BY THE B SPECIAL SHAREHOLDER PURSUANT TO ARTICLE 21 AND, IN RESPECT OF SUCH RESOLUTION, SHARES SHALL CARRY NO VOTES.
12. IF ANY DIRECTOR APPOINTED BY THE B SPECIAL SHAREHOLDER PURSUANT TO ARTICLE 21 RESIGNS, RETIRES OR IS REMOVED BY THE COMPANY WHILE THE B SPECIAL SHAREHOLDER CONTINUE TO HAVE THE RIGHT TO APPOINT SUCH DIRECTOR UNDER ARTICLE 21, THEN, NOTWITHSTANDING ANYTHING IN THESE ARTICLES, SUCH HOLDERS SHALL BE ENTITLED TO APPOINT A REPLACEMENT DIRECTOR IN THE SAME MANNER AS THE APPOINTMENT OF SUCH DIRECTOR.
13. ON A DISTRIBUTION OF CAPITAL ON A WINDING UP OF THE COMPANY, THE B SPECIAL SHAREHOLDER SHALL BE ENTITLED TO REPAYMENT OF THE CAPITAL

PAID UP OR TREATED FOR THE PURPOSES OF THE ACT AS PAID UP ON THE B SPECIAL SHARE IN PRIORITY TO ANY REPAYMENT OF CAPITAL TO ANY OTHER MEMBER OF THE COMPANY. THE B SPECIAL SHARE SHALL CONFER NO OTHER RIGHT TO PARTICIPATE IN THE CAPITAL OR PROFITS OF THE COMPANY.

**14. THE B SPECIAL SHARE SHALL NOT BE REDEEMED OTHER THAN AS PROVIDED FOR BELOW:**

**(1) THE B SPECIAL SHAREHOLDER MAY, AFTER CONSULTING WITH THE COMPANY AND SUBJECT TO PROVISIONS OF THE ACT, REQUIRE THE COMPANY TO REDEEM THE B SPECIAL SHARE AT PAR, BY GIVING NOTICE TO THE COMPANY AND DELIVERING THE RELEVANT SHARE CERTIFICATE TO THE COMPANY.**

**(2) THE COMPANY MAY REDEEM THE B SPECIAL SHARE AT PAR:**

**(A) WITH THE CONSENT OF THE B SPECIAL SHAREHOLDER, FOLLOWING NOTICE TO THE B SPECIAL SHAREHOLDER; AND**

**(B) WITHOUT THE CONSENT OF THE B SPECIAL SHAREHOLDER, FOLLOWING NOTICE TO THE B SPECIAL SHAREHOLDER UPON UNSTAPLING,**

**AND THE B SPECIAL SHAREHOLDER SHALL DELIVER THE RELEVANT SHARE CERTIFICATE TO THE COMPANY PRIOR TO THE DATE GIVEN IN ANY NOTICE FOR REDEMPTION ISSUED PURSUANT TO THIS PARAGRAPH 2.**

**(3) THE COMPANY SHALL REDEEM THE B SPECIAL SHARE IMMEDIATELY:**

**(A) IF, AT THE TIME THE MIT (II) UNITS CEASE TO BE STAPLED TO THE CUFS, THE CUFS ARE NOT STAPLED TO THE MIT (I) UNITS; OR**

**(b) if the B Special Share has been transferred to the MIT (I) Trustee pursuant to Article 20, upon the MIT (I) Units ceasing to be Stapled to the CUFS,**

**AND THE B SPECIAL SHAREHOLDER SHALL DELIVER THE RELEVANT SHARE CERTIFICATE TO THE COMPANY WITHIN 7 DAYS OF RECEIPT OF A WRITTEN REQUEST FROM THE COMPANY FOR DELIVERY OF SUCH SHARE CERTIFICATE PURSUANT TO THIS PARAGRAPH 3.**

**15. ON THE REDEMPTION OF THE B SPECIAL SHARE, THIS ARTICLE, ARTICLES 20 TO 26 AND ARTICLE 27 SHALL CEASE TO HAVE EFFECT. ON ANY REDEMPTION BY THE COMPANY OF THE B SPECIAL SHARE, THE CERTIFICATE IN RESPECT THEREOF SHALL BE DEEMED TO HAVE BEEN CANCELLED ON THE DATE ON WHICH THE B SPECIAL SHARE IS REDEEMED IN FULL.**

**16. NOTWITHSTANDING ARTICLE 28, A VARIATION OF THE RIGHTS ATTACHING TO THE B SPECIAL SHARE SHALL BE EFFECTIVE ONLY WITH THE EXPRESS PRIOR CONSENT IN WRITING OF THE B SPECIAL SHAREHOLDER AND WITHOUT SUCH CONSENT SHALL NOT BE DONE OR CAUSED TO BE DONE.**