



THE COMPANIES ACT 1985

AN UNLIMITED COMPANY HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
GOLDMAN SACHS GROUP HOLDINGS (U.K.)

PRELIMINARY

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- (A) The regulations in Table A in The Companies (Tables A to F) Regulations 1985 (as amended so as to affect companies first registered on the date of incorporation of the Company) shall, except as hereinafter provided and so far as not inconsistent with the provisions of these Articles, apply to the Company to the exclusion of all other regulations or Articles of Association. References herein to regulations are to regulations in the said Table A unless otherwise stated.
- (B) Regulations 3, 32, 34, 35 and the last sentence in Regulation 84, shall not apply to the Company but the regulations hereinafter contained together with the remaining Regulations of Table A shall, subject to the modifications hereinafter expressed, constitute the regulations of the Company. In addition, the words "at least seven clear days' notice" shall be substituted for the words "at least fourteen clear days" notice in Regulation 38.

SHARE CAPITAL

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- (C) The authorised share capital of the Company is US\$30,000,000 divided into 2,200,000,000 ordinary shares of US\$0.01 each ("Ordinary Shares") and 800,000,000 preference shares of US\$0.01 each ("Preference Shares"). The Ordinary Shares and the Preference Shares are hereinafter together referred to as the "shares".
- (D) The rights of the Ordinary Shares and the Preference Shares are as follows:
- (1) Income

Out of the profits available for distribution and resolved to be distributed, the holders of the Preference Shares shall be entitled in priority to any payment of dividend to the holders of the Ordinary Shares to be paid in respect of each financial year or other accounting period of the Company a fixed non-cumulative preferential dividend ("preferential dividend") at the rate of 8 cents per share per annum (exclusive of associated tax credits and accruing on a daily basis), such

dividend to be paid yearly on the last Friday of November ("fixed dividend date") in each year in respect of the years ending on that date, save that the first such payment in respect of each Preference Share shall be made on a pro-rata basis on the last Friday of November, 1999 in respect of the period from the date of issue up to and including such date. When a dividend is required to be calculated for a period of less than one year, it shall be calculated on the basis of a 360 day year consisting of 12 months of 30 days each and, in the case of an incomplete month, the number of days elapsed. Fractions of a cent shall not be paid by way of dividend but for the purpose of calculating whether any fractional entitlement would arise all of the Preference Shares held by a single holder shall be aggregated. The holders of the Preference Shares shall not be entitled to any further right of participation in the profits of the Company. Subject thereto and to any special rights which may be attached to any other class of shares, the profits of the Company available for distribution and resolved to be distributed shall, subject to the provisions of the Companies Act 1985, be distributed by way of dividend among the holders of the Company's Ordinary Shares. Dividends on the Preference Shares and the Ordinary Shares shall be payable regardless of the amount paid up on such shares and Regulation 104 of Table A shall be modified accordingly.

(2) Capital

On a return of capital on winding-up or (other than on a purchase of shares) otherwise, the holders of the Preference Shares shall be entitled in priority to any payment to the holders of the Ordinary Shares to the repayment of a sum equal to the nominal capital (together with any premium) paid up or credited as paid up on the Preference Shares held by them respectively together with any accruals of the fixed dividend calculated to the date of the return of the capital and to be payable regardless of whether such dividend has been declared or earned. In the case of a partial return of capital the sum payable shall be a proportionate part of the sum which would have been payable on a complete return of capital. The holders of the Preference Shares shall not be entitled to any further right of participation in the assets of the Company. The balance of the assets of the Company shall, subject to any special rights which may be attached to any other class of shares, be applied in repaying to the holders of the Company's Ordinary Shares the amounts paid up on such shares, any balance remaining to belong to and be distributed rateably among such holders according to the number of such shares held by them.

(3) Voting and General Meetings

- i. The holders of the Ordinary Shares and the Preference Shares shall, by virtue of and in respect of their holdings of Ordinary Shares and Preference Shares, have the right to receive notice of, attend, speak and vote at a General Meeting of the Company.
- ii. The holders of each of the Ordinary Shares and the Preference Shares shall have the following voting rights:
 - a) On a show of hands and on a poll, every holder of an Ordinary Share who is present in person or by proxy or (being a corporation) by a duly authorised representative shall have one vote for every Ordinary Share of which he is the holder PROVIDED THAT if at the relevant time all the issued Ordinary Shares represent less than 75% of the total number of issued shares of the Company, then every such holder shall have a number of votes calculated as 75% of the total votes of all the shares in the Company (such total being equal to the number of shares in issue at

the relevant time) divided by the number of Ordinary Shares in issue and multiplied by the number of Ordinary Shares held by such holder (rounded down to the nearest whole number).

- b) On a show of hands and on a poll, every holder of a Preference Share who is present in person or by proxy or (being a corporation) by a duly authorised representative shall have one vote for every Preference Share of which he is the holder PROVIDED THAT if at the relevant time the number of Preference Shares in issue represents more than 25% of the total number of shares in issue, then every such holder shall have a number of votes calculated as 25% of the total votes of all the shares in the Company (such total being equal to the number of shares in issue at the relevant time) divided by the number of Preference Shares in issue and multiplied by the number of Preference Shares held by such holder (rounded down to the nearest whole number).
- (4) No further shares ranking in priority to or pari passu with the Preference Shares shall be created or issued without the consent or sanction of the holders of the Preference Shares given in accordance with Part V, Chapter II of the Act.
- (C) Subject to the provisions of the Act and to any direction to the contrary which may be given by ordinary or other resolution of the Company, any 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 offer, allot, grant options over or otherwise dispose of such unissued shares to such persons, at such times and for such consideration and upon such terms and conditions as they may determine.
- (D) Section 89(1) of the Act shall not apply to the allotment by the Company of any equity security.

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- (A) Subject to Section 80 of the Companies Act 1985, 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 and Section 89(1) of the Companies Act 1985 shall not apply.
- (B) (i) Pursuant to and in accordance with Section 80 of the Companies Act 1985 the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of incorporation of the Company all the powers of the Company to allot relevant securities up to an aggregate nominal amount referred to in Article 2A.
- (ii) 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.
- (iii) Words and expressions defined in or for the purposes of the said Section 80 shall bear the same meanings in this Article.
- (iv) No share may be allotted for cash in a currency other than that in which it is denominated and no share may be allotted for a consideration other than cash unless the value ascribed thereto is denominated in the same currency as that share.

ALTERATION OF SHARE CAPITAL

4 The Company may by special resolution:-

- a. increase its share capital by such sum to be divided into shares of such amount as the resolution may prescribe;
- b. consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;
- c. subdivide its shares, or any of them, into shares of a smaller amount than its existing shares;
- d. cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person; and
- e. reduce its share capital and any share premium account in any way.

PROCEEDINGS AT GENERAL MEETINGS

- 5 In the case of a corporation a resolution in writing may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative. Regulation 53 shall be extended accordingly.
- 6 An instrument appointing a proxy (and, where it is signed on behalf of the appointer 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 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. An instrument of proxy shall not be treated as valid until such delivery shall have been effected. Regulation 62 shall not apply.

NUMBER OF DIRECTORS

- 7 Subject as hereinafter provided the Directors shall not be less than one in number. Regulation 64 shall be modified accordingly.

DELEGATION OF DIRECTORS' POWERS

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- (A) Each Director may exercise all the powers of the Company and Regulation 70 shall be extended accordingly.
- (B) In addition to the powers to delegate contained in Regulation 72, the Directors may delegate any of their powers to any committee consisting of one or more Directors and any one or more co-opted persons. The Directors may authorise the co-option to a committee of persons other than Directors and for such co-opted members to have voting rights as members of the committee. Each Director may delegate any or all of his powers to another person. Any committee, person or Director to whom power (B) In addition to the powers to delegate contained in Regulation 72, the Directors may delegate any of their powers to any committee consisting of one or more Directors and any one or more co-opted persons. The Directors may authorise the co-option to a

committee of persons other than Directors and for such co-opted members to have voting rights as members of the committee. Each Director may delegate any or all of his powers to another person. Any committee, person or Director to whom powers have been delegated may sub-delegate any of those powers to any Director, or to any other person. Regulation 72 shall be modified accordingly.

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 9 The Directors shall not be subject to retirement by rotation and references thereto in Regulations 73 to 80 shall be disregarded.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 10 The office of a Director shall be vacated in any of the events specified in Regulation 81 and also if he shall in writing offer to resign and the Directors shall resolve to accept such offer or if he shall have served upon him a notice in writing signed by all his co-Directors (being at least two in number) removing him from office as Director, but so that in the case of a Managing Director 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.

REMUNERATION OF DIRECTORS

- 11 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 as the Directors may determine. Regulation 82 shall be extended accordingly.

INSURANCE

- 12 Without prejudice to the provisions of Regulation 87, the Directors shall have the power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time Directors, officers, employees or auditors of the Company, or of any other company which is its holding company or in which the Company or such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which employees of the Company or of any other such company or subsidiary undertaking 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 the Company or any other such company, subsidiary undertaking or pension fund; for the purposes of this Article "holding company" and "subsidiary undertaking" shall have the same meanings as in the Companies Act 1989.

PROCEEDINGS OF DIRECTORS

- 13
- (A) On any matter in which a Director is in any way interested he may nevertheless vote and be taken into account for the purposes of a quorum and (save as otherwise agreed) may retain for his own absolute use and benefit all profits and advantages directly or indirectly

accruing to him thereunder or in consequence thereof. Regulations 94 to 98 shall not apply.

- (B) Meetings of Directors may be conducted by conference telephone conversation or by some Directors meeting together and others being able to hear and be heard by means of telephone loudspeaker or other telecommunication system and Directors who participate in meetings so conducted shall be deemed to have been present thereat and to have formed part of the quorum thereof. The certificate of the Secretary shall be conclusive evidence that a meeting was conducted in accordance with this paragraph.

INDEMNITY

- 14 Subject to the provisions of and so far as may be permitted by law, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including 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 statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court. Regulation 118 shall not apply.

LIABILITY OF MEMBERS

- 15 In the event of a winding up of the Company, any member and any person who was a member in the period of one year prior to the commencement of the winding up (for the purpose of this Article only, "Members and Past Members") shall have an unlimited liability to contribute to the assets of the Company an amount sufficient for the payment of its debts and liabilities, and the expenses of winding up, and for the adjustment of the rights of Members and Past Members among themselves.

	Name and Addresses of Subscribers	
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c/o CT Corporation
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For and on behalf of
Goldman Sachs Holdings (U.K.)

Dated 1999

Witness to the above Signature:

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