#### THE COMPANIES ACTS 1985 AND 1989

#### **PUBLIC COMPANY LIMITED BY SHARES**

#### **ORDINARY & SPECIAL RESOLUTIONS**

of

#### TRIGEN HOLDINGS PLC

(the 'Company')

At the Annual General Meeting of the Company, duly convened, and held at 20 St James's Street, London SW1A 1ES on 17 July 2001, the following Resolutions were passed:

### **ORDINARY RESOLUTIONS**

- 1. THAT the Company's Accounts and the reports of the Directors and the Auditors for the year ended 31 December 2000 be received and adopted.
- 2. THAT Sanjay Kakkar, Barry Knight, Philip Peters, Steve Harris and Charles Klotz be re-elected as directors of the Company;
- 3. THAT the authorised share capital of the Company be increased by £422,131.91 from £1,850,000 to £2,272,131.91 by the creation of 4,344,326 ordinary shares of £0.01 each and 37,868,865 Preferred Shares of £0.01 each having the rights and being subject to the restrictions set out in the articles of association adopted pursuant to Resolution 5 below.
- 4. THAT the Directors of the Company be hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 (the 'Act') to allot 73,417,660 ordinary shares of £0.01 each and 37,868,865 Preferred Shares of £0.01 each for the period expiring on the fifth anniversary of the passing of this Resolution



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(provided that the Company may before such expiry make an offer or agreement which would or might require such shares to be allotted after such expiry and the Directors may allot relevant securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired).

#### **SPECIAL RESOLUTIONS**

- 5. THAT subject to the passing of the Resolutions above the Directors be and are hereby empowered to allot equity securities (as defined in sub-section (2) of Section 94 of the Act) pursuant to the authority conferred on them to allot or make offers or agreements to allot equity securities pursuant to the authority granted by Resolution 3 above as if sub-section (1) of Section 89 of the Act did not apply.
- 6. THAT the new articles of association, in the form annexed to these resolutions, be hereby adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.

17 July 2001

Chairman

Company No: 03982057

# THE COMPANIES ACT 1985 PUBLIC COMPANY LIMITED BY SHARES

# ARTICLES OF ASSOCIATION OF TRIGEN HOLDINGS PLC

(Adopted by a special resolution passed on 17 July 2001)

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Tel: 020 7597 6000 Fax: 020 7597 6543

Ref: HGD/JES

He Law.

Company No: 03982057

# THE COMPANIES ACT 1985 PUBLIC COMPANY LIMITED BY SHARES

# ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed

on (7 July 2001)

TRIGEN HOLDINGS PLC ('the Company')

#### 1. Introduction

- 1.1 The Regulations contained or incorporated in 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 ('Table A') shall apply to the Company, save insofar as they are varied or excluded by, or are inconsistent with, the following Articles.
- 1.2 In regulation 1 of Table A, the words 'and in Articles of Association adopting the same' shall be inserted after the word 'regulations' in the last paragraph of that Regulation and the sentence 'Any reference to any statutory provision shall be deemed to include a reference to each and every statutory amendment, modification, re-enactment and extension thereof for the time being in force' shall be inserted at the end of that Regulation.
- 1.3 Regulations 8, 24, 62, 73 to 77 (inclusive), 80, 94 to 98 (inclusive) and 118 of Table A shall not apply to the Company.

#### 2. Definitions

In these Articles the following words and expressions shall have the following meanings:

'the Act'

the Companies Act 1985 (as amended from time to

time);

'Business Day'

any day when clearing banks in England are open to

transact business:

#### 'Control'

the ability of a person, directly or directly, to control either:

- (a) 50% plus one vote of the Shares of the Company on an as converted, fully diluted basis;
- (b) a majority of the voting rights exercisable at general meeting on all, or substantially all, matters; or
- (c) the right to appoint or remove Directors having a majority of all the voting rights exercisable of the Directors on all, or substantially all, matters;

#### 'Directors;

the directors of the Company from time to time, or a quorum of such directors present at a meeting of the directors, and 'Director' shall be construed accordingly;

#### 'financial year'

any accounting reference period of the Company;

#### 'Members'

the holders of Shares, and 'Member' shall be construed accordingly;

#### 'on as converted basis'

on the basis that at that time all the unconverted Preferred Shares shall be deemed to have been converted into Ordinary Shares in accordance with Article 4.4;

# 'Ordinary Dividend'

in respect of each financial year, any dividend in such amount and on such terms as may be determined by the Directors in respect of the Ordinary Shares and Preferred Shares (as if the same constituted one class of shares) determined on an as converted basis pari passu and pro rata (as if the same constituted one class of share);

# 'the Ordinary Shareholders'

the holders for the time being of Ordinary Shares, and 'Ordinary Shareholder' shall be construed accordingly;

# 'the Ordinary Shares'

the ordinary shares of 1 pence each in the capital of the Company, having the rights and subject to the restrictions as set out in these Articles;

#### 'the paid up amount'

in respect of any share, the amount paid or credited as paid up on that share, including sums paid, or credited as paid, by way of premium;

#### 'Preferred Dividend'

in respect of each financial year a cumulative cash dividend at a rate equal to that of 12 months Sterling LIBOR as at the start of that financial year (inclusive of any associated tax credit);

#### 'Preferred Shareholders'

the holders for the time being of Preferred Shares, and 'Preferred Shareholders' shall be construed accordingly;

#### 'Preferred Shares'

the convertible preferred ordinary shares of 1 pence each in the capital of the Company, having the rights and subject to the restrictions as set out in these Articles;

# 'Qualifying IPO'

an underwritten public offering by the Company where:

- (a) the gross proceeds to the Company are not less than US\$30,000,000 (thirty million US dollars (or the equivalent amount expressed in whichever currency it is received); and
- (b) the price per Ordinary Share is at least three times its paid up amount (or such other amount as represents a fair and equitable adjustment to such price in order to reflect a Reorganisation);

#### 'Reorganisation'

includes every issue by way of capitalisation of profits or reserves and every issue by way of rights and every consolidation or subdivision or reduction of capital or capital dividend or other reconstruction or adjustment relating to the equity share capital (or any shares, stocks or securities derived therefrom or any shares or securities convertible into or exchangeable with or carrying rights for subscription to equity share capital) and any amalgamation or reconstruction affecting the equity share capital (or any shares, stocks or securities derived therefrom);

'Shares'

the Ordinary Shares and the Preferred Shares in the capital of the Company;

'subsidiaries'

shall be construed in accordance with s736 of the Act;

'Take-over'

the acquisition by a Buyer of control of the Company;

# 3. Share Capitàl

- The share capital of the Company at the date of the adoption of these Articles is £2,272,131.91 divided into 189,344,326 Ordinary Shares and 37,868,865 Preferred Shares.
- 3.2 In these Articles, unless the context requires otherwise, references to Ordinary Shares and Preferred Shares shall include shares of those respective classes created and/or issued after the date of adoption of these Articles and ranking pari passu in all respects (or in all respects save only as to the date from which such shares rank for dividend) with the shares of the relevant class then in issue.

# 4. Rights Attaching to the Shares

The rights attaching to the respective classes of Shares are as follows:

## 4.1 As regards income:

- (a) In respect of any financial year the profits of the Company for the time being available for distribution shall be applied:
  - (1) first, in paying to the holders of the Preferred Shares the Preferred Dividend (exclusive of any associated tax credit); and
  - (2) (subject to payment in full of the Preferred Dividend and all (if any) arrears of the same) in paying to the holders of the Ordinary Shares and the Preferred Shares, the Ordinary Dividend.
- (b) The Preferred Dividend on each Preferred Share shall accrue from day to day from (and inclusive of) the date of issue of such Preferred Share to (and inclusive of) the date on which such Preferred Share is converted and shall become payable and be paid yearly 5 days after the approval by the Board of the annual accounts in respect of the previous financial year or on the next Business Day in every year, the first such payment to be made in respect of the period from the date of issue of the Preferred Shares up to (and inclusive of) 31 December 2001;
- (c) The Preferred Dividend shall become due and payable on the respective dates referred to in Article 4.1 (b) ipso facto upon a resolution of the Directors, but without any recommendation or resolution of the Company in general meeting (and notwithstanding anything to the contrary contained in these Articles). Each payment of the Preferred Dividend shall be accompanied by a certificate for the related tax credit (if any).
- (d) If the Company is not lawfully able to pay any Preferred Dividend in full on the due date for payment of the same then it shall on such date pay the same to the extent that it is then lawfully able so do and,

without prejudice, to the respective rights of the Preferred Shareholders, any amount not then so paid shall be paid so soon thereafter as the Company is lawfully able to pay the same.

(e) The rate of the Preferred Dividend has been agreed on the basis that in relation to the payment of such dividend the Company will not be required to make any deduction or withholding on account of taxation. If at any time and from time to time any such deduction or withholding is required to be made then, with effect from the date when such requirement arises, the rates of such dividends shall be increased to such extent as necessary to procure and ensure that the relevant Preferred Shareholders receive the same amount as that to which they were entitled prior to such requirement arising.

# 4.2 As regards capital:

On a return of assets on liquidation, reduction of capital or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be applied:

- (a) first, in paying to the holders of Preferred Shares a sum equal to all arrears and/or accruals of Preferred Dividends to be calculated down to the payment date (and to be payable irrespective of whether or not any profits have been made or earned by the Company);
- (b) second, in paying to the holders of the Preferred Shares an amount equal to the subscription price (inclusive of any premium); and
- (c) subject thereto, the balance of such assets shall belong to and be distributed amongst the holders of the Ordinary Shares and the Preferred Shares pari passu and pro rata determined on an as converted basis as if the same constituted one class of share.

# 4.3 As regards a Take-over:

- (a) In the event of a Take-over the total of all and any consideration received shall in respect of the Shares that are the subject of the Take-over be allocated between the holders of such Shares so as to ensure that the aggregate proceeds are applied in accordance with Article 4.2.
- (b) In the event of a sale of the assets or undertaking of the Company (or any of its subsidiaries), the total of all and any consideration received shall be allocated between the shareholders so as to ensure that the consideration is applied in accordance with Article 4.1 or Article 4.2 (as appropriate).

# 4.4 As regards conversion of Preferred Shares:

(a) Any Preferred Shareholder may give to the Company written notice (the date of such notice being 'the Conversion Date') that such holder

- requires all or some of its Preferred Shares to be converted into and be redesignated as Ordinary Shares.
- (b) To the extent not already converted in accordance with Article 4.4(a), all the Preferred Shares shall automatically convert into and be redesignated as Ordinary Shares upon the earliest of the occurrence of any of the following (the date of such occurrence being 'the Conversion Date)':
  - (1) immediately prior to the closing of a Qualified IPO;
  - (2) upon the prior written approval of the holders of a Majority of the Preferred Shares; or
  - (3) immediately prior to a Take-over for a price per Share of at least three times the paid up amount of such Share (or such other amount as represents a fair adjustment to such price in order to reflect a Reorganisation).
- (c) The Preferred Shares shall be converted at the rate of one Ordinary Share for every Preferred Share so converted and redesignated, subject to adjustment in accordance with Article 4.4(f).
- (d) The Ordinary Shares arising on such conversion and redesignation shall rank pari passu with the Ordinary Shares then in issue and fully paid up.
- (e) Upon the Conversion Date each holder of Preferred Shares shall deliver to the Company at its registered office the certificates for its Preferred Shares to be converted and upon such delivery there shall be issued to it a certificate for the number of Ordinary Shares resulting from the conversion and redesignation and in respect of the balance of any outstanding Preferred Shares.
- (f) In the event of a Reorganisation, the Company shall make such adjustment as it considers appropriate to the aggregate number of Ordinary Shares into which the Preferred Shares are convertible, provided that any such adjustment is confirmed in writing by the auditors of the Company to be in their opinion fair and reasonable.

#### 4.5 As regards voting:

Ordinary Shares and Preferred Shares shall respectively confer on each holder thereof (in that capacity) the right to receive notice of and to attend, speak and vote at all general meetings of the Company. On a show of hands every holder of Ordinary Shares and Preferred Shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote, and on a poll every holder of Preferred Shares shall have one vote for each share held by it determined on an

as converted basis and each holder of Ordinary Shares shall have one vote for each Ordinary Share held by it.

#### 5. Issue of New Shares

# 5.1 New Shares at disposal of Directors

Subject to Article 5.3 and any statutory provision, 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 them to such persons, at such times and for such consideration and upon such terms and conditions as the Directors may determine.

## 5.2 Directors' authority to allot

The Directors are by this Article authorised to exercise all powers of the Company to allot all relevant securities (within the meaning of s80 of the Act). Such authority shall be unconditional and for the exercise of such power generally and the maximum amount of relevant securities that may be the subject of allotment under such authority shall be the amount by which the nominal amount of the authorised share capital of the Company exceeds the nominal amount of the issued share capital of the Company at the date of adoption of these Articles. Unless renewed, such authority will expire on the date five years from the date on which the resolution adopting these Articles is passed save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot the relevant securities in pursuance of such offer or agreement accordingly. The amount of a relevant security shall in the case of a share mean its nominal amount, and in the case of a right to subscribe for, or to convert a security into, shares in the Company shall mean the nominal amount of shares in the Company which would be required to satisfy such right (assuming full exercise).

# 5.3 Offers of New Shares on pre-emptive basis

- (a) Subject to Article 5.4, any unissued Shares or other securities or shares ('New Shares') to be issued which are subject to the provisions of s 89 to 95 (inclusive) of the Act shall not be issued and allotted to any person unless the Company has, in the first instance, offered such New Shares to the holders of Ordinary Shares and Preferred Shares (as if the same constituted one class of share) on a pari passu and pro rata basis to the number of Shares held by such Members and unless the following paragraphs of this Article 5.3 have been complied with.
- (b) Subject as provided in Article 5.3 (a), the Directors shall give to each Member notice in writing ('Issue Notice') of the Company's intention to issue New Shares and stating the number of New Shares of each class of share which the Company intends to issue and the subscription price per share and shall invite each Member to state in writing within

- 15 Business Days after the date of the Issue Notice ('the Offer Period') whether it is willing to subscribe for any, and if so, what maximum number of the New Shares proposed to be issued by the Company.
- (c) If, within the Offer Period, Members have expressed their willingness together to subscribe for all of the New Shares, the Directors shall forthwith give such Members written notice thereof and within 10 Business Days thereafter shall proceed to allocate the New Shares among those Members pro rata, as nearly as practicable, to the nominal amount of their existing holdings of Shares. If this would otherwise result in allocating to one or more Members a number of shares exceeding their requests, then the surplus shares shall be redistributed among such other Members who shall have expressed their willingness to subscribe for such shares pro rata, as nearly as practicable, to the nominal amount of their holdings of Shares immediately prior to such allocation, but only up to the amount of their respective requests and this procedure shall be repeated until all the New Shares have been allocated for the purposes of this Article.
- (d) If within the Offer Period, Members shall have expressed their willingness to subscribe for part only of the New Shares, then the Directors shall, within 10 Business Days, after the expiry of the Offer Period, give each Member written notice thereof and within five Business Days thereafter shall proceed to allocate any New Shares which have been taken up by such Members and the provisions of Article 5.3(c) above shall apply mutatis mutandis with regard to the allocation of such shares.
- (e) If after the expiration of the Offer Period, the relevant Members shall have expressed their willingness to purchase part only of the New Shares, or no such Member shall have expressed his willingness to purchase any of those shares, then for a period of 15 Business Days the Company may offer to any person or persons whom it selects all or part of the unallocated New Shares at a price per share not less than the corresponding price per share in relation to the Issue Notice.
- (f) Within five Business Days after the completion of the entirety of the processes mentioned in Article 5.3(c) and, as the case may be, Articles 5.4(d) and (e) above, but not before, the Company shall, subject to receipt of the subscription monies in respect thereof, issue and allot to the Members the New Shares to the relevant Members and/or persons approved in accordance with Article 5.4(e) above.

#### 5.4 Exclusions

The provisions of Article 5.3 shall not apply to any issue of shares or of other equity securities to be issued by the Company as follows:

- (a) to employees of or consultants to the Company or any of its subsidiaries pursuant to the Company's incentive arrangements; or
- (b) to the trustees of any trust established for the benefit of the employees of or consultants to the Company or any of its subsidiaries; or
- (c) to third parties pursuant to strategic alliances within the areas of research, development, marketing, out-licensing and distribution entered into by the Company or any of its subsidiaries on an arms length basis.

# 5.5 Statutory Disapplication

The Directors have general power, pursuant to s95 of the Act, to allot relevant securities pursuant to the authority contained in this Article 5 as if s89(1) and 90(1) to (6) of the Act did not apply to the allotment of any such securities.

#### 6. Transfers of Shares

The Directors may not register any transfer of Shares in their absolute discretion

# 7. General Meetings

In Regulation 37 of Table A there shall be substituted for the words 'eight weeks' the words 'twenty days'.

#### 8. Proxies

The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors may:

- (a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 24 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- (b) be delivered at the meeting or adjourned meeting at which the person named in the instrument proposes to vote to the chairman or to the secretary or to any Director; or
- (c) in the case of a poll, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any Director, or at the time and place at which the poll is held to the chairman or to the secretary or to any Director or scrutineer;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

## 9. Written Resolutions

A resolution in writing executed, or approved by email or facsimile, expressed to be an ordinary, extraordinary or special resolution signed or approved by or on behalf of all the Members who would be entitled to vote on such a resolution if it were to be proposed at a general meeting of the Company shall be as valid and effective as it had been passed as such at such a general meeting duly convened and held. Any such resolution may consist of several documents in the like form each signed or approved by or on behalf of one or more of the Members. Regulation 53 shall be modified accordingly.

#### 10. Alternate Directors

The appointment of an alternate Director shall not require approval by a resolution of the Directors, and in its application to the Company Regulation 65 of Table A shall be modified accordingly.

#### 11. Number of Directors

Unless and until the Company in general meeting shall otherwise determine the number of directors shall be not less than 4 and be no more than 7.

# 12. Appointment of Directors

- 12.1 In its application to the Company, Regulation 79 of Table A shall be modified by the deletion of the second and third sentences.
- 12.2 In its application to the Company, Regulation 84 of Table A shall be modified by the deletion of the third and final sentences.

#### 13. Disqualification of Directors

In addition to that provided in Regulation 81 of Table A, the office of a Director shall also be vacated if:

- (a) he is convicted of a criminal offence (other than a minor motoring offence) and the Directors resolve that his office be vacated; or
- (b) in the case of a person who is also an employee of the Company, he ceases to be such an employee.

# 14. Proceedings of Directors

- 14.1 Regulation 88 of Table A shall be amended by the deletion of the second and all subsequent sentences the quorum necessary for the transaction of business at meetings of the Directors shall be four. Regulation 89 of Table A shall not apply to the Company.
- 14.2 Notices of meetings of the Directors shall be given in writing and in its application to the Company Regulation 111 of Table A shall be modified accordingly.

- 14.3 Any Director who participates in the proceedings of a meeting by means of a communication device (including a telephone) which allows all the other Directors present at such meeting (whether in person or by alternate or by means of such type of communication device) to hear at all times such Director and such Director to hear at all times all other Directors present at such meeting (whether in person or by alternate or by means of such type of communication device) shall be deemed to be present at such meeting and shall be counted when reckoning a quorum.
- 14.4 A resolution in writing signed or approved by facsimile by or on behalf of all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effective as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution may consistent of several documents in the like form each signed by or on behalf of one or more of the Directors.
- 14.5 A Director may vote at a meeting of the Directors, and form part of a quorum present at that meeting, in relation to any matter in which he has, directly or indirectly, an interest or duty which conflicts or which may conflict with the interests of the Company, provided that he has previously disclosed the nature of such duty or interest to the Directors. The provisions of Regulation 86 of Table A shall be taken to apply equally to any disclosure to be made under the provisions of this Article.
- 14.6 All Directors including those resident outside the United Kingdom shall be entitled to receive notice of all meetings of Directors. Regulation 88 shall be modified accordingly.
- 14.7 The Chairman of the Company shall be appointed by Canasta and shall not have a casting vote.

# 15. Execution of Documents

In its application to the Company, Regulation 101 of Table A shall be modified by the addition of the following sentence:

"Any instrument expressed to be executed by the Company and signed by two Directors, or by one Director and the secretary, by the authority of the Directors or of a committee authorised by the Directors shall (to the extent permitted by the Act) have effect as if executed by the seal."

# 16. Dividends

Regulations 102 to 105 (inclusive) of Table A shall be subject to Article 4.1 and in Regulation 103 of Table A the words from "If the share capital is divided" to the end of the Regulation shall be deleted.

#### 17. Notices

- 17.1 Any notice or other document (including a share certificate) may be served on or delivered to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register of Members, by delivering it to or leaving it at such registered address, (addressed as aforesaid), or by facsimile transmission to such registered address, (addressed as aforesaid), or by any other means provided such other means have been authorised in writing by the Member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Any notice or other document served or delivered in accordance with these Articles shall be deemed duly served or delivered notwithstanding that the Member is then dead or bankrupt or otherwise under any legal disability or incapacity and whether or not the Company had notice thereof. Any such notice or other document, if sent by post, shall be deemed to have been served or delivered five Business Days after the same was put in the post, or if sent by facsimile, at the time of transmission or if outside normal business hours on the next Business Day. In proving such service or delivery it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post or that the facsimile was properly transmitted, as applicable.
- 17.2 Notice of every general meeting shall be given in any manner authorised by or under these Articles to all Members including those resident outside the United Kingdom, provided that any Member may in writing waive notice of any meeting either prospectively or retrospectively and if he shall do so it shall be no objection to the validity of such meeting that notice was not given to him. Regulation 111 to 116 of Table A shall be modified accordingly.

#### 18. Indemnities

Subject to s 310 of the Act:-

- (a) Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation to his office, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under ss 144 or 727 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or otherwise in relation to his office.
- (b) The Directors may purchase and maintain insurance for any such Director or other officer against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company.

, Name; Address and Description Of **Subscribers** 

Number of Shares taken by each subscriber

**Temple Direct Limited** 

12 Gough Square

London EC4A 3DW SEVEN MILLION FOUR HUNDRED AND NINETY NINE THOUSAND NINE HUNDRED AND NINETY NINE

Tim Taylor

Director

Authorised signatory on behalf of Temple Direct Limited

**Temple Secretarial Limited** 

12 Gough Square

London EC4A 3DW ONE

Philip Durrance

Director

Authorised signatory on behalf of Temple

Secretarial Limited

TOTAL **NUMBER** OF **SHARES** 

SEVEN MILLION FIVE HUNDRED **THOUSAND** 

TAKEN UP

Dated: 20 April 2000

Witness to the above Signatures:

Christine Blackman 12 Gough Square London EC4A 3DW