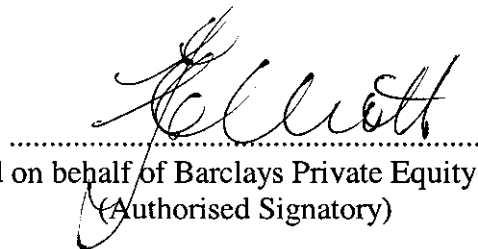


**BARCLAYS EUROPEAN INFRASTRUCTURE LIMITED ("the Company")**  
**WRITTEN RESOLUTIONS OF THE SOLE MEMBER OF THE COMPANY**  
**IN LIEU OF A GENERAL MEETING**  
**PASSED ON 28 JUNE 2001**

**Barclays Private Equity Limited, the sole member of the Company entitled to attend and vote at a general meeting hereby resolves:-**

1. **THAT** the regulations contained in the printed document annexed hereto and initialled for the purpose of identification be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.
2. **THAT** pursuant to the provisions of Section 252, Companies Act 1985, the Company dispenses with the laying of accounts and reports before the Company in general meeting.
3. **THAT** pursuant to the provisions of Section 366A, Companies Act 1985, the Company dispenses with the holding of annual general meetings.
4. **THAT** pursuant to the provisions of Section 386, Companies Act 1985, the Company dispenses with the obligation to appoint auditors annually.
5. **THAT** pursuant to Section 80A(1), Companies Act 1985, the provisions of Section 80A of the said Act shall apply instead of the provisions of Sections 80(4) and 80(5) in relation to the giving or renewal, after the passing of this resolution, of an authority to allot shares.
6. **THAT** pursuant to the provisions of Section 369(4) and Section 378(3) of the Companies Act 1985 the Company hereby elects that the said provisions shall have effect in relation to the Company as if for the references to 95 per cent. therein there were substituted references to 90 per cent.
7. **THAT** the Directors be hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of that Act) up to an aggregate nominal amount of £98 and that this authority shall be for an indefinite period save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require relevant securities to be allotted after such expiry and the sole Director or the Directors, as the case may be, shall be entitled to allot relevant securities pursuant to any such offer or agreement as if this authority had not expired.

x CSE

  
 For and on behalf of Barclays Private Equity Limited  
 (Authorised Signatory)



**THE COMPANIES ACT 1985**

**AND**

**THE COMPANIES ACT 1989**



**PRIVATE COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**BARCLAYS EUROPEAN INFRASTRUCTURE LIMITED**

**(Company No. 4170097)**

**PRELIMINARY**

1. The regulations contained in Table A (which expression means that Table A which was prescribed by regulations made pursuant to the Companies Act 1985 ("the Act") and was in force on 1st August 1985) shall apply to the Company with the following modifications:
  - 1.1 they shall not apply to the extent that they are excluded or varied by or inconsistent with these Articles of Association;
  - 1.2 in Table A and in these Articles "Secretary" shall mean the Secretary of the Company or any other person appointed to perform the duties of the Secretary of the Company, including a Joint, Deputy or Assistant Secretary;
  - 1.3 words or expressions contained in these Articles of Association bear the same meaning as in the Act (as defined in Table A) but excluding any statutory modification or re-enactment which gives a meaning which is inconsistent with these Articles.

**THE SEAL**

2. Regulation 101 of Table A shall not apply to the Company. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director. The use of the seal shall not require the authority of the Directors.

**DIRECTORS AND DIRECTORS' PROCEEDINGS**

**Alternate Directors**

3. Regulation 66 of Table A shall not apply to the Company. An Alternate Director shall be entitled to receive notice of all meetings of Directors and of all meetings of Committees of Directors of which his appointor is a member, to attend and vote at any such meeting at which the Director appointing him is not personally present, and

generally to perform all the functions of his appointor as a Director in his absence but shall not, without the authority of the Board, be entitled to receive any remuneration from the Company for his services as an Alternate Director. However, it shall not be necessary to give notice of such a meeting to an Alternate Director who is absent from the United Kingdom. Every Alternate Director shall be entitled to sign or, in the case of a telex, facsimile transmission or electronic mail transmission, send on behalf of the Director appointing him a resolution in writing of the Directors pursuant to Article 12.

4. Regulation 68 of Table A shall not apply to the Company. Any appointment or removal of an Alternate Director shall be by written notice signed (except in the case of an appointment or removal by telex or a facsimile transmission of an appointment or removal otherwise complying with the requirements of this Article) by the Director making or revoking the appointment, or in such other manner as the Directors may approve, and deposited or received at the office, or received by the Secretary.

#### **Disclosure of Interests**

5. Regulation 94 of Table A shall not apply to the Company. Subject to the provisions of the Act a Director who is in any way either directly or indirectly interested in a contract, arrangement or matter or proposed contract or arrangement with or concerning the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 317 of the Act. A Director shall declare his interest in the same manner if he has (directly or indirectly) a duty which conflicts or may conflict with the interests of the Company. Subject to such disclosure, a Director shall be entitled to vote in respect of any contract, arrangement or matter in which he is interested, directly or indirectly or in which his duty conflicts or may conflict with the interests of the Company, and if he shall do so his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present.

#### **Appointment/Removal of Directors**

6. The holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at General Meetings may at any time and from time to time by memorandum in writing appoint any person to be a Director or remove any Director (whether or not appointed under this Article 6) from office. Such memorandum shall (except in the case of an appointment or removal by telex or a facsimile copy of an appointment or removal otherwise complying with the requirements of this Article) be signed by or on behalf of the holder or holders making such appointment or removal. Every such appointment or removal shall take effect upon receipt of the memorandum by the Secretary. In the case of a corporation it shall be sufficient if such memorandum is signed or issued by a director thereof or by any other officer or official duly authorized in that behalf.

#### **Casual Vacancy**

7. Regulation 79 of Table A shall not apply to the Company. The Directors shall have the power to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, subject to any maximum for the time being in force, and any Director so appointed shall hold office until he is removed or resigns.

### **Remuneration of Directors**

8. Regulation 82 of Table A shall not apply to the Company. The remuneration of each Director shall be such as shall be determined from time to time by the Directors. The Company shall not be obliged to pay the same rate of remuneration to each Director for his ordinary services as a Director. Any such remuneration shall be deemed to accrue from day to day.

### **No Rotation of Directors**

9. Regulations 73 to 78 inclusive and regulation 80 of Table A shall not apply to the Company. Directors shall remain continuously in office, without rotation, from the date of their appointment until their resignation or removal.

### **Notice of Meetings**

10. In Regulation 88 in Table A there shall be substituted for the third sentence the following sentences, namely: "Every Director shall be given notice of every meeting of the Directors, such notice to be sent to such address as is notified by him to the Company for this purpose or otherwise communicated to him personally. Any Director may by notice to the Company either before or after the meeting waive his right to receive notice of the meeting and any Director who either:

- (a) is present at the commencement of a meeting whether personally or by his Alternate Director; or
- (b) does not, within 7 days following its coming to his attention that a meeting has taken place without prior notice of such meeting having been given to him pursuant to this Regulation, notify the Company that he desires the proceedings at such meeting to be regarded as a nullity,

shall be deemed thereafter to have waived his right to receive notice of such meeting pursuant to this Regulation".

### **Quorum**

11. The following sentence shall be substituted for the final sentence of Regulation 89 in Table A, namely:

"For the purpose of determining whether a quorum exists for the transaction of the business of the Directors:

- (a) in the case of a resolution of Directors, who would (if attending a meeting) comprise a quorum, and who are in telephonic or audio visual communication with one another, any such resolution shall be as valid and effectual as if passed at a meeting of the Directors duly convened and held;
- (b) in the case of a meeting of the Directors, in addition to the Directors present at the meeting, any Director in telephonic or audio visual communication with such meeting shall be counted in the quorum and entitled to vote; and
- (c) any person attending a meeting of the Board, or in telephonic or audio visual communication with such a meeting, who is both a Director and is acting as an Alternate Director for one or more of the Directors shall for the purpose of the

quorum be counted as one for each such person for whom he is acting as an Alternate Director and, if applicable, also be counted as a Director, but not less than two individuals shall constitute a quorum".

### **Resolutions in Writing**

12. Regulation 93 of Table A shall not apply to the Company. A resolution in writing signed or given by all the Directors or Committee members entitled to receive notice of a meeting of Directors or of a Committee of the Board shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a Committee of the Board duly convened and held either:
- (a) if it consists of an instrument executed by or on behalf of each such Director or Committee member; or
  - (b) if it consists of several instruments in the like form each either:
    - (i) executed by or on behalf of one or more of such Directors or Committee members; or
    - (ii) sent by or on behalf of one or more of such Directors or Committee members by telex, facsimile transmission or electronic mail and deposited or received at the office or received by the Secretary.

### **Delegation of Directors' Powers**

13. Regulation 72 of Table A shall not apply to the Company. Subject to the provisions of the Act, the Board may delegate any or all of its powers, authorities and discretions under these Articles of Association (irrespective of whether such powers, authorities and discretions are described in these Articles as vesting in or belonging to the Directors or the Board) to any Committee consisting of one or more persons (whether or not being Directors).

Subject to the terms of appointment, either the Board or the relevant Committee may fix the remuneration of any persons appointed to such Committee. Any Committee so appointed may be given the power to sub-delegate any or all of its powers and may authorise the members of any such Committees to fill any vacancies therein and to act notwithstanding vacancies. The Board may also delegate to any managing director or any director holding any other executive office such of its powers, authorities and discretions as it considers desirable to be exercised by him. Any such appointment or delegation may be made upon such terms and subject to such conditions as the Board may think fit and either collaterally with or to the exclusion of its own powers. Subject to such terms and conditions, the proceedings of a Committee with two or more members shall be governed by the provisions of these Articles of Association regulating the proceedings of the Board so far as they are capable of applying. The Board may remove any person so appointed, and may revoke or vary any such delegation, but, no person dealing in good faith and without notice of any such revocation or variation shall be affected thereby.

### **Agents and Local Boards**

14. In Regulation 71 of Table A the following paragraph shall be added at the end of the first sentence: "The Board may establish any divisional, departmental, regional or

local Boards or agencies for managing any of the affairs of the Company, either in the United Kingdom or elsewhere, and may appoint any persons (whether being Directors or not) to be members of such Boards or agencies and may appoint by power of attorney or otherwise any such persons as aforesaid to be regional directors, local directors or agents, and may fix the remuneration of any persons so appointed, and may delegate to any such Board, agency, regional director, local director or agent any of the powers, authorities and discretions vested in the Board, with power to sub-delegate, and may authorise the members of any such Boards or agencies or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such other terms and subject to such other conditions as the Board may think fit, and the Board may remove any person so appointed, and may revoke or vary any such delegation, but no person dealing in good faith and without notice of any such revocation or variation shall be affected thereby".

### **Advisory Directors**

15. Where the Board considers that the advice or assistance of any person would from special knowledge or for any other reason be beneficial to the Company the Board may at any time appoint such person to be an Extra or Advisory Director and may at any time revoke any such appointment. Subject to such power of revocation a person appointed an Extra or Advisory Director shall hold such office for such period not exceeding one year from his appointment as the Board shall fix on his appointment, and in default of any period being so fixed then for one year from his appointment. An Extra or Advisory Director vacating such office shall be eligible for re-appointment. The duties and remuneration of an Extra or Advisory Director shall be such as may be agreed between him and the Board. Any person so appointed shall not be a Director of the Company for any of the purposes of these Articles of Association nor shall he have any powers of or be subject to any of the duties of a Director save in so far as specific powers or duties may be vested in or delegated to him by the Board pursuant to such agreement. An Extra or Advisory Director shall not be a member of the Board and shall not be entitled to be present at any meeting of the Board except at the request of the Board, and if present at such request he shall not be entitled to vote thereat.

### **Assistant Directors**

16. The Board may from time to time appoint any manager or other person in the employment of the Company or of the Company's holding company or of any other subsidiary of the Company's holding company to be an Assistant Director of the Company. Any person so appointed shall not be a Director of the Company for any of the purposes of these Articles of Association nor shall he have any powers of or be subject to any of the duties of a Director save in so far as specific powers or duties may be vested in or delegated to him by the Board. The appointment, removal and remuneration of an Assistant Director shall be determined by the Board. An Assistant Director shall not be entitled to receive notice of or attend at any Board Meeting unless invited to do so by the Board, and he shall not vote on any resolution proposed at a meeting of the Board.

## **MINUTES**

17. Regulation 100 of Table A shall not apply to the Company. The Board shall cause proper minutes to be made of all General Meetings of the Company and also of all appointments of officers, and of proceedings of all meetings of the Board, and of the attendance thereat, and all business transacted at such meetings; and any such minutes relating to any such meeting, if purporting to be signed by the Chairman of the meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.

## **SECRECY**

18. Every Director, trustee, manager, auditory member of a Committee, officer, agent, or employee of the Company shall be bound (and if required by the Directors shall before entering on his duties execute a declaration or contract pledging himself) to observe strict secrecy respecting all transactions of the Company, or of any holding company of the company or any subsidiary of any such holding company (including without limitation) transactions with customers and the state of customers' accounts, and all matters relating thereto and not to reveal any matters which may come to his knowledge in the discharge of his duties except when required to do so by the Directors or by a Court of Law or by the third party or parties to whom such matters relate or so far as may be necessary in the conduct of the business of the Company, or of any such holding company or subsidiary, or in order to comply in any other way with any provisions of these Articles of Association.

## **SECRETARY**

19. Each holder for the time being of the office of Secretary, Deputy Secretary and Assistant Secretary of the ultimate holding company of the Company, and each person appointed for the time being to perform the duties of any such office, whether in place of the holder thereof or under circumstances where there is no holder thereof, shall, for so long as he is such holder or so appointed, be also the Secretary, the Deputy secretary and Assistant secretary, respectively, of the Company, unless otherwise determined by the Directors.

## **NOTICES**

20. In Regulation 112 of Table A, the following words shall be inserted at the end of the first sentence, namely: "or by sending it by telex or facsimile transmission to such telex or facsimile number as the member shall have given to the Company for the purpose."
21. In Regulation 115 of Table A, there shall be inserted:
  - (a) after the words "prepaid and pasted" the following words, namely: "or that a notice was properly sent by telex or facsimile transmission"; and
  - (b) after the words "it was posted", the following words, namely: "or after the time at which it was sent by telex or facsimile transmission".

## **INDEMNITY AND INSURANCE**

22. Regulation 118 of Table A shall not apply to the Company. Subject to the provisions of and so far as may be permitted by the Act, every Director, Auditor, Secretary, employee or officer of the Company shall be entitled to be indemnified by the Company, and the Company shall be entitled to purchase and maintain, or contribute to the maintenance of, insurance in favour of any such Director, Auditor, Secretary, employee or officer, against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

## **THE BOARD**

23. In these Articles of Association the expression "the Board" means the Board of Directors for the time being of the Company or the Directors present at a duly convened meeting of the Directors at which a quorum is present or any of them acting as the Board of Directors of the Company.



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NAME AND ADDRESS OF SUBSCRIBER

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Peregrine Secretarial Services Limited  
Level 1  
Exchange House  
Primrose Street  
London  
EC2A 2HS

Authorised signatory  
for and on behalf of Peregrine Secretarial Services Limited

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Dated the 27<sup>th</sup> February 2001

Witness to the above signature:-

Karma Lhamo Cosgrove  
24 Talma Gardens  
Twickenham  
Middlesex  
TW2 7RD

**BARCLAYS EUROPEAN INFRASTRUCTURE LIMITED (The "Company")**  
**WRITTEN RESOLUTIONS**  
**OF THE DIRECTORS OF THE COMPANY IN LIEU OF A BOARD MEETING**  
**PASSED ON 28 JUNE 2001**

**1. SHAREHOLDER RESOLUTIONS**

**IT IS HEREBY NOTED** that the Company's sole shareholder has today passed written resolutions to :-

- (a) adopt new Articles of Association;
- (b)
  - (i) dispense with the laying of accounts and reports before the Company in general meeting;
  - (ii) dispense with the holding of annual general meetings;
  - (iii) dispense with the annual reappointment of the auditors;
  - (iv) reduce the majority required to sanction short notice of a general meeting;
  - (v) apply the provisions of Section 80A of the Companies Act 1985 in relation to duration of authority to allot shares; and
- (c) authorise the Directors to allot relevant securities.

**2. SEAL**

**IT IS RESOLVED** that the seal of the Company (a print of which is affixed in the margin hereof) be approved and adopted as the Common Seal and kept in safekeeping by the Secretary from time to time and that the same be affixed in the presence any two Directors or a Director and the Secretary.

**3. AUDITORS**

**IT IS RESOLVED** that PricewaterhouseCoopers of No. 1 London Bridge, London SE1 9QL be appointed as auditors of the Company to hold office until the first general meeting.

**4. BANK ACCOUNT**


**IT IS RESOLVED** that an account in the name of the Company be opened at Barclays Bank Plc, 54 Lombard Street, London EC3P 3AH.


**5. ACCOUNTING REFERENCE DATE**

**IT IS RESOLVED** that the accounting reference date of the Company be changed to 31<sup>st</sup> December.

6. FILINGS

**IT IS RESOLVED** that the Secretary be directed to file signed prints of the resolutions to adopt new Articles of Association and the resolutions pursuant to Section 379A and Section 80 Companies Act 1985 passed by the sole shareholder, a Form 225 and a print of the Company's Articles of Association, as amended, at Companies House.

Signed.....  
Christopher James Elliott  
Date:.....

Signed.....  
Graeme Robert White  
Date:.....