

No. 4212657

The Companies Act 1985

Private Company Limited by Shares

Written Resolutions of CROSS LONDON RAIL LINKS LIMITED

The following resolutions were passed as written resolutions of the Company on 1 August 2001 in accordance with the Articles of Association of the Company.

Written Resolutions

- 1 **THAT** the 1 Ordinary Share of £1 in the capital of the Company in issue be redesignated as 1 'A' Ordinary Share of £1.
- 2 **THAT** the 99 unissued Ordinary Shares of £1 in the capital of the Company be redesignated as 49 'A' Ordinary Shares of £1 each and 50 'B' Ordinary Shares of £1 each.
- 3 **THAT** the regulations contained in the print of the Memorandum and Articles of Association, for the purpose of identification signed on behalf of the Subscriber to the Memorandum of Association of the Company, be and are hereby approved and adopted as the Memorandum Articles of Association of the Company in substitution for and to exclusion of all existing Memorandum and Articles of Association.
- 4 **THAT** the Memorandum of Association be altered by deleting clause 3 and replacing it by new clauses 3 and 4 and re-numbering clauses 4 and 5 as 5 and 6, as contained in the print of the Memorandum of Association, which for the purpose of identification signed on behalf of the Subscriber to the Memorandum of Association of the Company.




FOR AND ON BEHALF OF
HACKWOOD SECRETARIES LIMITED

Secretary

HACKWOOD DIRECTORS LIMITED (HEXL)
ONE SILK STREET
LONDON EC2Y 8HQ
0171 456 2000




FOR AND ON BEHALF OF
HUGHWOOD SECRETARIES LIMITED

LINKLATORS
& ALLIANCE

Memorandum of Association of
Cross London Rail Links Limited

LINKLATORS
One Silk Street
London EC2Y 8HQ
Telephone: (44-20) 7456 2000
Facsimile: (44-20) 7456 2222
Ref: JFE/NELM

The Companies Act 1985

MEMORANDUM OF ASSOCIATION

OF

CROSS LONDON RAIL LINKS LIMITED¹



- 1 The Company's name is "**Cross London Rail Links Limited**".
- 2 The Company's registered office is to be situated in England and Wales.
- 3 ²For the purpose of this Memorandum of Association, the following words shall have the following meanings:
 - 3.1 the "**CrossRail Scheme**" means the proposed rail scheme linking sections of the national rail network or the London Underground from west to east London through a tunnel between the vicinity of Paddington Station and Liverpool Street and Stratford, or such other destinations as may from time to time be agreed by the Transport Authorities;
 - 3.2 "**Designated Contracts**" means contracts to be entered into for the purpose of facilitating the Schemes and/or any ancillary matters thereto;
 - 3.3 the "**South-West to North-East Scheme**" means the proposed rail scheme linking sections of the national rail network or the London Underground network from the north-east of London to the south-west of London, or such other destination as may from time to time be agreed by the Transport Authorities;
 - 3.4 the "**Project Definition**" means the description of outputs to be delivered by the relevant Scheme and the service patterns to be operated, together with an appropriate specification of associated works;
 - 3.5 the "**Schemes**" means the CrossRail Scheme and the South-West to North-East Scheme, and "**Scheme**" shall mean any one of them as the context so requires;
 - 3.6 "**Shareholders**" means SRA Investment Company Limited and Transport Trading Limited;
 - 3.7 the "**SRA**" means the Strategic Rail Authority, a statutory authority established under the Transport Act 2000;

¹ Name changed from Hackremco (No. 1811) Limited by Certificate of Incorporation on Change of Name dated 31 July 2001.

² Cause 3 replaced by new clauses 3 and 4 and clauses 4 and 5 re-numbered 5 and 6 by Written Resolution passed on 1 August 2001.

- 3.8 "SICL" means SRA Investment Company Limited, a company registered in England with registered address at 55 Victoria Street, London, SW1H 0EU, a wholly-owned subsidiary of the SRA;
- 3.9 "TfL" means Transport for London, a statutory authority established under the Greater London Authority Act 1999;
- 3.10 "Transport Authorities" means the SRA and TfL; and
- 3.11 "Transport Trading Limited" means Transport Trading Limited (a company registered in England under registered number 03914810), a wholly owned subsidiary of TfL.

4 The Company's objects are:-

4.1 To facilitate the Schemes, including without limitation:-

- (a) developing the Project Definition for, and managing and implementing the Schemes including, without limitation:
 - (i) assisting in the promotion of any Order under the Transport and Works Act 1992 (or any successor legislation relating to the subject matter thereof) or any other Bill being proposed in Parliament for facilitating the implementation of the Schemes;
 - (ii) design development for the Schemes;
 - (iii) developing and facilitating the acquisition of the requisite statutory powers for the Schemes;
 - (iv) assisting in the conduct of a competitive tender to select a third party to take forward the Schemes;
 - (v) acquiring land, properties, leases, licences, easements and other rights and interests in land along the route of the Schemes;
 - (vi) facilitating the transfer of passengers by road and/or rail; and
 - (vii) facilitating works associated with interchange facilities and/or connected with the highway;
- (b) recommending organisational structures, strategies, proposals and financing arrangements for procuring, designing, design development, constructing, equipping, maintaining, operating, managing, financing, repairing, altering, substituting, renewing and replacing the Schemes including but not limited to developing an appropriate framework for modelling and appraisal of projects, developing an appropriate procurement strategy for the link and the services which will use it, managing the detailed design of the route and managing and organising the process of acquiring statutory powers to construct the route;
- (c) entering into Designated Contracts with any person or entity for the purposes of facilitating the Schemes; and
- (d) giving financial assistance to any body or person in respect of expenditure incurred or to be incurred by that body or person in doing anything which in

the opinion of the Company is conducive to the implementation of either of the Schemes.

- 4.2 To carry on any other activity of any nature whatsoever which may seem to the Directors to be capable of being conveniently or advantageously carried on in connection or conjunction with the objects of the Company hereinbefore authorised.
- 4.3 To carry on the business of a holding company and to co-ordinate, finance and manage all or any part of the businesses and operations of any and all companies controlled directly or indirectly by the Company or in which the Company is interested, whether as a shareholder or otherwise and whether directly or indirectly.
- 4.4 To do anything for which the Company is or may be authorised to do under or pursuant to any Statute or any licence granted to the Company thereunder or pursuant thereto or which the Company is required or permitted to do under or by virtue of any Statute or such a licence.
- 4.5 To purchase, or otherwise acquire for any estate or interest, any property (real or personal) or assets or any concessions, licences, grants, patents, trade marks, copyrights or other exclusive or non-exclusive rights of any kind and to hold, develop and turn to account and deal with the same in such manner as may be thought fit and to make experiments and tests and to carry on all kinds of research work.
- 4.6 To build, construct, alter, remove, replace, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control buildings, structures or facilities of all kinds, whether for the purposes of the Company or for sale, letting or hire to or in return for any consideration from any company, firm or person, and to contribute to or assist in or carry out any part of any such operation.
- 4.7 To enter into partnership or any joint venture or other association with any company, firm, person or body carrying on or proposing to carry on any activity within or complementary to the objects of the Company.
- 4.8 To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any company, firm, person or body carrying on any activities which the Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- 4.9 To promote, or join in the promotion or formation of, any company having objects similar to those of the Company, which shall include companies for the purposes of facilitating rail schemes, other than the Schemes, for which the Transport Authorities have responsibility.
- 4.10 To apply for, promote, petition for or otherwise support any Act of Parliament, Royal Charter or other measure (including but not limited to any private Act or Order) for the purpose of attaining, directly or indirectly, the Company's objects.
- 4.11 To borrow and raise money, subject to the restrictions on the Company, if any, set out in the Articles of Association of the Company, and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgage and charges upon all or any part of the undertaking, property and assets (present and future) of the Company, or by the creation and issue of debentures.

- 4.12** To advance, lend or deposit money or give credit to or with any company, firm or person on such terms as may be thought fit and with or without security.
- 4.13** To guarantee or give indemnities or provide security, whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) of the Company, or by all or any such methods, for the performance of any contracts or obligations, and the payment of capital or principal (together with any premium) and dividends or interest on any shares, debentures or other securities, of any person, firm or company including (without limiting the generality of the foregoing) any company which is for the time being a holding company of the Company or another subsidiary of any such holding company or is associated with the Company in business.
- 4.14** To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit.
- 4.15** To do all or any of the things and matters aforesaid, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, subsidiary companies or otherwise, and either alone or in conjunction with others.
- 4.16** To do all such other things as may be considered to be incidental or conducive to any of the above objects.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this Clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

5 The liability of the members is limited.

6 ²The Company's share capital is £100 divided into 100 shares of £1 each.

² By written resolution passed on 1 August 2001 the 100 shares of the Company were redesignated as 50 'A' Ordinary Shares of £1 each and 50 'B' Ordinary Shares of 1 each.

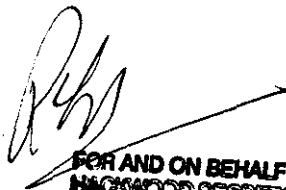
We, the Subscriber to this Memorandum of Association wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

Name and Address of Subscriber	Number of shares taken
Hackwood Secretaries Limited One Silk Street London EC2Y 8HQ	One
M A Jackson For and on behalf of Hackwood Secretaries Limited	
Total Shares taken:	One

Dated: 4th May 2000

Witness to the above Signature:

C E Doe
One Silk Street
London
EC2Y 8HQ


FOR AND ON BEHALF OF
HICKWOOD SECRETARIES LIMITED

LINKLATORS
& ALLIANCE

Articles of Association of
Cross London Rail Links Limited

Adopted by Written Resolution
passed on 1 August 2001

LINKLATORS
One Silk Street
London EC2Y 8HQ

Telephone: (44-20) 7456 2000
Facsimile: (44-20) 7456 2222

Ref: JFE/NELM

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

of

CROSS LONDON RAIL LINKS LIMITED

Adopted by Written Resolution passed 1 August 2000

PRELIMINARY

1 Table A not to apply

The regulations in Table A in The Companies (Tables A to F) Regulations 1985 shall not apply to the Company.

2 Interpretation

In these Articles (if not inconsistent with the subject or context) the words and expressions set out in the first column below shall bear the meanings set opposite to them respectively:

the "Act"	The Companies Act 1985 as amended.
"address"	Includes any number or address used for the purpose of electronic communication.
these "Articles"	These Articles of Association as from time to time altered.
"clear days"	In relation to the period of notice, the period excluding (1) the day on which the notice is given or deemed to be given and (2) the day for which it is given or on which it is to take effect.
"communication" and "electronic communication"	Have the same respective meanings as in the Electronic Communications Act 2000 the latter including, without limitation, e-mail, facsimile, CD-ROM, audiotape, telephone transmission and, in the case of electronic communication by the Company in accordance with Article 104.1, publication on a web site.
"Office"	The registered office of the Company for the time being.
"Register"	The register of members of the Company.
"Secretary"	The secretary of the Company, including a joint, assistant or deputy secretary.
"SICL"	SRA Investment Company Limited (a company registered in England with registered office at 55 Victoria Street, London, SW1H 0EU), a wholly-owned subsidiary of the SRA;
the "SRA"	The Strategic Rail Authority, a statutory authority established under the Transport Act 2000.
"Seal"	The Common Seal of the Company (if any).

"shareholders' meeting"	Includes both a General Meeting and a meeting of the holders of any class of shares of the Company.
"Successor Authority"	In relation to a member of the Company, means the authority or body which, by virtue of the relevant statute or regulation, has become the successor to that member.
"Transport Trading Limited"	Transport Trading Limited (a company registered in England under registered number 03914810), a wholly owned subsidiary of TfL.
"TfL"	Transport for London, a statutory authority established under the Greater London Authority Act 1999.
the "United Kingdom"	Great Britain and Northern Ireland.
"in writing"	Written or produced by any substitute for writing or partly one and partly another including electronic communication to the extent that (a) the Directors so resolve, either generally or in relation to particular categories of document, and (b) the recipient (if not the Company) has requested or agreed).

Words denoting the singular shall include the plural and vice versa. Words denoting the masculine shall include the feminine. Words denoting persons shall include bodies corporate and unincorporated associations.

References to any statute or statutory provision shall be construed as relating to any statutory modification or re-enactment of it for the time being in force (whether coming into force before or after the incorporation of the Company). Subject to this any words or expressions defined in the Act shall (if not inconsistent with the subject or context) bear the same meanings in these Articles.

A Special or Extraordinary resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of these Articles.

SHARE CAPITAL

3 Amount of share capital

3.1 The share capital of the Company as at 1 August 2001 is £100 divided into 50 A Shares of £1 each and 50 B Shares of £1 each. The A Shares and the B Shares shall carry the respective voting rights and rights to appoint and remove Directors and be subject to the restrictions on transfer provided in these Articles, but in all other respects shall be identical and rank equally.

3.2 The authorised share capital of the Company shall consist only of A Shares of £1 each and B Shares of £1 each in equal proportions. The issued share capital of the Company shall always consist of A Shares and B Shares in such proportions.

4 Increase of share capital

The Company may from time to time by ordinary resolution increase its capital by such sum to be divided into shares of such amounts as the resolution shall prescribe. All new shares

shall be subject to the Act and these Articles with reference to allotment, payment of calls, lien, transfer, transmission, forfeiture and otherwise.

5 Consolidation, subdivision and cancellation

5.1 The Company may by ordinary resolution:

- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) 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 diminish the amount of its capital by the amount of the shares so cancelled;
- (c) subdivide its shares, or any of them, into shares of smaller amount (subject to the Act), and such resolution may determine that, as between the shares resulting from such subdivision, one or more of the shares may have any such preferred, deferred or other special rights, or be subject to any such restrictions, as the Company has power to attach to unissued or new shares.

5.2 Whenever as a result of a consolidation or subdivision of shares any members would become entitled to fractions of a share, the Directors may, on behalf of those members:

- 5.2.1** sell the shares representing the fractions for the best price reasonably obtainable to any person (including, subject to the Act, the Company) and distribute the net proceeds of sale in due proportion among those members; and
- 5.2.2** authorise some person to transfer the shares to, or in accordance with the directions of, the purchaser.

The transferee shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity in or invalidity of the proceedings in reference to the sale.

6 Purchase of own shares

Subject to the Act and to Article 3.2, the Company may purchase any of its own shares of any class (including any redeemable shares) and make a payment in respect of the redemption or purchase of its own shares whether out of its distributable profits or out of the proceeds of a fresh issue of shares or otherwise.

7 Reduction of capital

Subject to the provisions of the Act and to Article 3.2, the Company may by special resolution reduce its share capital or any capital redemption reserve, share premium account or other undistributable reserve in any way.

SHARES

8 Issue of shares

- 8.1** Subject to Section 80 of the Act and these Articles, 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.
- 8.2** Section 89 of the Act shall not apply to an allotment of any equity security in the Company and any new shares issued in the Company shall be issued to the shareholders from time to time pro rata their shareholdings, unless all such shareholders unanimously agree to the contrary in writing and otherwise in accordance with these Articles.
- 8.3** Unissued shares in the capital of the Company for the time being shall be issued only in such a manner as to maintain the proportions specified in Article 3 and so that on each occasion A Shares and B Shares are issued at the same price and on the same terms as to payment and otherwise. After the first issue of shares made by the Directors, no share of either class shall be issued otherwise than to members holding shares of the same class except with the prior written consent of all the members.

9 Rights attaching to shares on issue

- 9.1** Subject to the Act and without prejudice to any special rights attached to any existing shares or class of shares, any share may be issued with such preferred, deferred or other special rights, or subject to such restrictions, whether as regards dividend, return of capital, voting or otherwise, as the Company may from time to time by ordinary resolution determine (or, in the absence of any such determination, as the Directors may determine).
- 9.2** Subject to the Act, the Company may issue any shares which are, or at the option of the Company or the holder are liable, to be redeemed in such manner as may be provided in these Articles.
- 9.3** Except with the written consent of all members, the powers conferred by this Article 9 and Articles 5 and 6 shall be exercised only in such a way as to maintain the proportions specified in Article 3.

10 Commissions on issue of shares

The Company may exercise the powers of paying commissions conferred by the Act. The Company may also pay such brokerage as may be lawful on any issue of shares.

11 Trust interests etc. not recognised

Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and (except as provided by these Articles or by law) the Company shall not be bound by or recognise any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or any other right in respect of any share, except an absolute right to the entirety thereof in the holder.

SHARE CERTIFICATES

12 Issue of share certificates

Every member (except a person to whom the Company is not required by law to issue a certificate) whose name is entered in the Register shall be entitled without payment to a certificate for all of the shares of each class held by him upon the issue or transfer to him of such shares after allotment or after lodgement of the transfer.

13 Form of share certificate

Every share certificate shall be executed by the Company in such manner as the Directors may decide (which may include use of the Seal (if any) and/or manual or facsimile signatures by one or more Directors) and shall specify the number and class of shares to which it relates and the amount paid up on those shares. No certificate shall be issued representing shares of more than one class.

14 Joint holders

The Company shall not be bound to issue more than one certificate in the case of a share held jointly by several persons and delivery of a certificate to one of the joint holders shall be sufficient delivery to all.

15 Replacement of share certificates

If a share certificate is damaged or defaced or alleged to have been lost, stolen or destroyed, a new certificate representing the same shares may be issued to the holder:

15.1 upon request subject to delivery up of the old certificate; or

15.2 if alleged to have been lost, stolen or destroyed, upon compliance with such conditions as to evidence and indemnity and the payment of any exceptional out-of-pocket expenses of the Company in connection with the request as the Directors may think fit.

CALLS ON SHARES

16 Power to make calls

The Directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares (whether in respect of the nominal value or premium) subject to the terms of allotment of such shares. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and may be made payable by instalments.

17 Liability for calls

Each member shall (subject to receiving at least 14 clear days' notice specifying the time and place of payment) pay to the Company as required the amount called on his shares. The joint holders of a share shall be jointly and severally liable to pay all calls in respect of those shares. A call may be wholly or partly revoked or postponed as the Directors may determine. A person upon whom a call is made shall remain liable for calls notwithstanding the subsequent transfer of the shares in respect of which the call was made.

18 Interest on overdue amounts

If a sum called in respect of a share is not paid before or on the day appointed for payment of it, the person from whom the sum is due shall pay interest on the sum unpaid from the day appointed for payment of it to the time of actual payment at such rate (not to exceed 15 per cent. per annum) as the Directors determine. The Directors shall be at liberty in any case or cases to waive payment of such interest wholly or in part.

19 Other sums due on shares

Any sum payable in respect of a share (whether in respect of the nominal value or premium) which becomes payable upon allotment or at any fixed date shall be deemed to be a call duly made and payable on the date on which by the terms of allotment the same becomes payable. In case of non-payment all the relevant provisions of these Articles shall apply as if such sum had become payable by virtue of a call duly made and notified.

20 Power to differentiate between holders

On the allotment of shares the Directors may differentiate between the holders as to the amount of calls to be paid and the times of payment.

FORFEITURE AND LIEN

21 Notice on failure to pay a call

If a member fails to pay in full any call or instalment of a call on or before the due date for its payment, the Directors may give him at least 14 clear days' written notice requiring payment of the unpaid amount together with any interest which may have accrued. The notice shall state that if the notice is not complied with the shares on which the call has been made will be liable to be forfeited.

22 Forfeiture for non-compliance

If the notice is not complied with, any share in respect of which it was given may be forfeited by a resolution of the Directors before payment of all calls and interest due in respect of those shares has been made. The forfeiture shall include all dividends declared or other moneys payable in respect of the forfeited share and not actually paid before forfeiture.

23 Disposal of forfeited shares

Subject to the Act, a forfeited share shall become the property of the Company and may be sold, re-allotted or otherwise disposed of either to the person who was the holder of that share or entitled to it before such forfeiture or surrender or to any other person upon such terms and in such manner as the Directors shall think fit. At any time before a sale, re-allotment or disposal the forfeiture or surrender may be cancelled on such terms as the Directors think fit. The Directors may, if necessary, authorise some person to transfer a forfeited or surrendered share to any such other person as aforesaid.

24 Holder to remain liable despite forfeiture

A member whose shares have been forfeited shall cease to be a member in respect of those shares (and shall surrender to the Company the certificate for such shares for

cancellation) but shall remain liable to pay to the Company all moneys which at the date of forfeiture were presently payable by him to the Company in respect of those shares with interest on them at the appropriate rate (as defined in the Act) or such lower rate as the Directors may determine from the date of forfeiture until payment. The Directors may at their absolute discretion enforce payment without any allowance for the value of the shares at the time of forfeiture or for any consideration received on their disposal or waive payment in whole or in part.

25 Lien on partly-paid shares

The Company shall have a first and paramount lien on every share which is not a fully-paid share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and all expenses incurred by the Company by reason of the non-payment of the call. The Directors may waive any lien which has arisen and may resolve that any share shall for some limited period be exempt wholly or partially from the provisions of this Article.

26 Sale of shares subject to lien

The Company may sell in such manner as the Directors think fit any share on which the Company has a lien if some sum in respect of which the lien exists is presently payable and is not paid within 14 clear days after a written notice demanding payment and giving notice that the share may be sold if the notice is not complied with has been given to the holder of the share or the person entitled to it by reason of his death or bankruptcy or otherwise by operation of law.

27 Proceeds of sale of shares subject to lien

The net proceeds of such sale (after payment of the costs of that sale) shall be applied in or towards payment or satisfaction of the amount for which the lien exists as is presently payable and any residue shall be paid to the person entitled to the shares at the time of the sale upon surrender to the Company for cancellation of the certificate for the shares sold and subject to a like lien for sums not presently payable as existed upon the shares prior to the sale. For the purpose of giving effect to any such sale the Directors may authorise some person to transfer the shares sold to, or in accordance with the directions of, the purchaser.

28 Evidence of forfeiture or sale to satisfy a lien

A statutory declaration by a Director or the Secretary that a share has been duly forfeited or sold to satisfy a lien of the Company on a date stated in the declaration shall be conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share. Such declaration shall constitute (subject to the relevant share transfer being made, if required) a good title to the share and the person to whom the share is sold, re-allotted or disposed of shall not be bound to see to the application of the consideration (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings relating to the forfeiture, surrender, sale, re-allotment or disposal of the share.

VARIATION OF RIGHTS

29 Manner of variation of rights

29.1 Subject to the Act, whenever the share capital of the Company is divided into different classes of shares, the special rights attached to any class may only be varied or abrogated either with:

- (a) the written consent of the holders of three-quarters in nominal value of the issued shares of the class; or
- (b) with the sanction of an Extraordinary resolution passed at a separate meeting of the holders of the shares of the class;

and may be so varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding-up.

29.2 To every such separate meeting all the provisions of these Articles relating to General Meetings and to the proceedings thereat shall apply *mutatis mutandis*, except that the necessary quorum shall be two persons at least holding or representing by proxy at least one-third in nominal value of the issued shares of the class (but so that at any adjourned meeting any holder of shares of the class present in person or by proxy shall be a quorum) and that any holder of shares of the class present in person or by proxy may demand a poll and that every such holder shall on a poll have one vote for every share of the class held by him.

29.3 This Article 29 shall apply to the variation or abrogation of the special rights attached to some only of the shares of any class as if each group of shares of the class differently treated formed a separate class the special rights whereof are to be varied.

30 Matters constituting variation of rights

The special rights attached to any class of shares having preferential rights (unless otherwise expressly provided by the terms of issue of those shares) shall be deemed to be varied by:

- 30.1** the reduction of the capital paid up on any of those shares;
- 30.2** the creation or issue of any further shares ranking in priority to them for the payment of a dividend or of capital;
- 30.3** any amendment to the memorandum of association or these Articles; and
- 30.4** any resolution to put the Company into liquidation;

but shall not be varied by:

- 30.5** the creation and issue of further shares ranking equally with or subsequent to them;
or
- 30.6** the Company purchasing or redeeming an equal number of A Shares and B Shares.

TRANSFER OF SHARES

31 Restrictions on transfers

31.1 Subject to the provisions of Article 33, any share or any interest in any share may be transferred only:

31.1.1 by any member to a Successor Authority; or

31.1.2 to any person with the written consent of all other members of the Company.

31.2 Except in the case of a transfer expressly authorised by this Article 31, no transfer of a share shall be registered without the sanction of an effective resolution of the Directors and if such sanction is not given or refused within eight weeks after the transfer is lodged for registration the sanction shall be deemed to have been refused at the expiration of such period and the transferee shall be notified accordingly.

32 Form of transfer

All transfers of shares may be effected by written transfer in any usual or common form or in any other form acceptable to the Directors and may be under hand only. The instrument of transfer shall be signed by or on behalf of the transferor and (except in the case of fully-paid shares) by or on behalf of the transferee. The transferor shall remain the holder of the shares concerned until the name of the transferee is entered in the Register in respect thereof. All instruments of transfer which are registered may be retained by the Company.

33 Right to refuse registration

33.1 The Directors may decline to recognise any instrument of transfer relating to shares unless it is in respect of only one class of share and is lodged (duly stamped if required) at the Office accompanied by the relevant share certificate(s) and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do).

33.2 The Directors, acting by unanimous vote of both the A Directors and B Directors may in their absolute discretion and without assigning any reason therefor refuse to register any transfer of shares (not being fully-paid shares) to a person of whom they do not approve or of a share on which the Company has a lien.

33.3 If the Directors refuse to register an allotment or transfer of shares they shall within two months after the date on which the letter of allotment or instrument of transfer was lodged with the Company send to the allottee or transferee notice of the refusal.

34 No fee on registration

No fee will be charged by the Company in respect of the registration of any transfer or other document relating to or affecting the title to any shares.

35 Closure of Register

The registration of transfers may be suspended at such times and for such periods (not exceeding 30 days in any year) as the Directors may from time to time determine.

GENERAL MEETINGS

36 Annual and Extraordinary General Meetings

An Annual General Meeting shall be held not more than 18 months after the incorporation of the Company and subsequently once in every year, at such time (within a period of not more than 15 months after the holding of the last preceding Annual General Meeting) and place as may be determined by the Directors. All other General Meetings shall be called Extraordinary General Meetings.

37 Convening of General Meetings

The Directors may call General Meetings whenever they think fit, and, on requisition of the members in accordance with the Act, shall convene an Extraordinary General Meeting for a date not later than four weeks after receipt of the requisition. If insufficient Directors are within the United Kingdom to call a General Meeting, any Director or Member may call a General Meeting.

NOTICE OF GENERAL MEETINGS

38 Notice of General Meetings

An Annual General Meeting and any Extraordinary General Meeting at which it is proposed to pass a special resolution or a resolution appointing a person as a Director or (save as provided by the Act) a resolution of which special notice has been given to the Company, shall be called by at least 21 clear days' written notice and any other Extraordinary General Meeting by at least 14 clear days' written notice. The notice shall be given to all members other than those not entitled to receive such notices from the Company under these Articles. A General Meeting may be called by a shorter notice if it is so agreed by all the members entitled to attend and vote thereat.

39 Contents of notice of General Meetings

Every notice calling a General Meeting shall specify the time and place of the meeting and the general nature of the business to be transacted at the meeting. If any resolution is to be proposed as an Extraordinary resolution or as a special resolution, the notice shall contain a statement to that effect. In the case of an Annual General Meeting, the notice shall also specify the meeting as such.

PROCEEDINGS AT GENERAL MEETINGS

40 Chair

The Chair, failing whom another Director nominated by the Directors, shall preside as Chair at a General Meeting. If there is no such Chair or other Director, or if at any meeting neither is present and willing to act within five minutes after the time appointed for holding the meeting, the Directors present shall choose one of their number to be Chair of the meeting. If no Director is present or if all the Directors present decline to take the chair, the members present and entitled to vote shall choose one of their number to be Chair of the meeting. The Chair at any General Meeting shall not be entitled to a second or casting vote.

41 Quorum

Subject to these Articles, the quorum at any General Meeting shall be two or more members present in person or by proxy including one person being or representing a holder of any of the A Shares and one person being or representing a holder of any of the B Shares. No business shall be transacted at any General Meeting unless a quorum is present.

42 Lack of quorum

If a quorum is not present within half an hour from the time appointed for a General Meeting, or if a quorum ceases to be present during the meeting, the meeting shall be adjourned to the same day 7 days later at the same time and place. If at any adjourned meeting such a quorum is not present within half an hour from the time appointed for the adjourned meeting, the meeting shall be dissolved.

43 Adjournment

The Chair of any General Meeting at which a quorum is present may adjourn the meeting with the consent of the meeting (and shall if directed by the meeting) from time to time and from place to place. No business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for 14 days or more, at least seven clear days' notice of the adjourned meeting shall be given in like manner as in the case of the original meeting. In all other cases, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

POLLS

44 Demand for poll

44.1 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded (before a resolution is put to the vote on a show of hands or on the declaration of the result of the show of hands) by:

- (a) the Chair of the meeting; or
- (b) any member present in person or by proxy and entitled to vote.

44.2 A demand for a poll may, be withdrawn before the poll is taken only with the consent of the Chair. A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made and the meeting shall continue as if the demand had not been made.

45 Procedure on a poll

A poll shall be taken in such manner as the Chair directs. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chair of the meeting may appoint scrutineers (who need not be members) and fix a place and time for the purpose of declaring the result of the poll.

46 Voting on a poll

On a poll votes may be given either personally or by proxy and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

47 Timing of poll

A poll demanded on the choice of a Chair or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such later time and place as the Chair may direct not being more than 30 days after the poll was demanded. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In all other cases seven clear days notice shall be given specifying the time and place at which the poll is to be taken. The demand for a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.

48 Written resolutions

A written resolution signed by or on behalf of each member who would have been entitled to vote upon it had it been proposed at a General Meeting or meeting of any class of members at which he was present shall be as valid and effectual as a resolution duly passed at a general meeting duly convened and held and may consist of several documents in the like form each signed by one or more members. In the case of a corporation, a written resolution may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative.

VOTES OF MEMBERS

49 Votes attaching to shares

At a general meeting, on a show of hands every member who is present in person or by proxy shall have one vote, and on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder; Provided that:

49.1 no shares of either class shall confer any right to vote upon a resolution for the removal from office of a Director appointed or deemed to have been appointed by holders of shares of the other class; and

49.2 if at any meeting any holder of shares is not present in person or by proxy the votes exercisable on a poll in respect of the shares of the same class held by members present in person or by proxy shall be *pro tanto* increased (fractions of a vote by any member being permitted) so that such shares shall together entitle such members to the same aggregate number of votes as could be cast in respect of all the shares of that class if all the holders thereof were present.

50 Votes of joint holders

In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority shall be determined by the order in which the names stand in the Register in respect of the share.

51 Restriction on voting in particular circumstances

Unless the Directors otherwise determine, no member shall be entitled in respect of any share held by him to vote either personally or by proxy at a shareholders' meeting or to exercise any other right conferred by membership in relation to shareholders' meetings if any call or other sum presently payable by him to the Company in respect of that share remains unpaid.

52 Voting by guardian

Where in England or elsewhere a guardian, receiver or other person (by whatever name called) has been appointed by any court claiming jurisdiction in that behalf to exercise powers with respect to the property or affairs of any member on the ground (however formulated) of mental disorder, the Directors may in their absolute discretion, upon or subject to production of such evidence of the appointment as the Directors may require, permit such guardian, receiver or other person on behalf of such member to vote in person or by proxy at any shareholders' meeting or to exercise any other right conferred by membership in relation to shareholders' meetings.

53 Validity and result of vote

53.1 No objection shall be raised as to the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is or may be given or tendered and every vote not disallowed at such meeting shall be valid. Any such objection shall be referred to the Chair of the meeting whose decision shall be final and conclusive.

53.2 Unless a poll is taken, a declaration by the Chair of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect is made in the minute book, shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded for or against such resolution.

DEADLOCK

54 Resolution of deadlock

In the event of deadlock between the members, the deadlock provisions set out in the shareholders' agreement between the members, as amended from time to time, and/or any relevant Rules and Standing Orders shall apply.

PROXIES AND CORPORATE REPRESENTATIVES

55 Proxy need not be a member

A proxy need not be a member of the Company.

56 Form of proxy

An appointment of a proxy must be in writing in any usual or common form or in any other form which the Directors may approve and:

- 56.1** in the case of an individual either must be signed by the appointor or his attorney or comply with Article 103; or
- 56.2** in the case of a corporation either must be given under its common seal or be signed on its behalf by an attorney or a duly authorised officer of the corporation or comply with Article 103.

57 Rights of proxy

A proxy shall have the right to demand or join in demanding a poll. The deposit of an instrument of proxy shall not preclude a member from attending and voting at a meeting or at any adjournment of a meeting.

58 Revocation of proxy

A vote cast or poll demanded by proxy shall not be invalidated by the revocation of the appointment of the proxy or of the authority under which the appointment was made unless written notice of such revocation was received by the Company at the Office at least five hours before the commencement of the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) the time appointed for the taking of the poll at which the vote is cast.

59 Receipt of form of proxy

59.1 The appointment of a proxy must either:

- 59.1.1** be received at such address (if any) specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified, at the Office) at least five hours before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than 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 and in default shall not be treated as valid; or
- 59.1.2** be received by to the Secretary (or the Chair 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.

59.2 The appointment shall be valid for any adjournment of the meeting as well as for the meeting to which it relates unless the instrument states otherwise. An appointment relating to more than one meeting (including any adjournment of any such meeting) need only be delivered once and need not be delivered for the purposes of any subsequent meeting to which it relates.

60 Corporations acting by representatives

Any corporation which is a member may authorise such person as it thinks fit by resolution of its directors or other governing body to act as its representative at any shareholders' meeting. The person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual member and such corporation shall for the purposes of these Articles be deemed to be present in person at any such meeting if a person so authorised is present thereat.

DIRECTORS

61 Numbers, appointment and removal of Directors

61.1 The number of Directors shall not be subject to a maximum but shall initially be seven in total and thereafter such other even number as the Company may from time to time by Ordinary resolution determine:

61.1.1 SICL shall have the right to appoint three individuals as Directors (each an **"A Director"**) and shall have the right to remove and/or replace such Directors upon 5 working days' notice to the Company. Such Directors cannot be dismissed without the prior written consent of SICL.

61.1.2 Transport Trading Limited shall have the right to appoint three individuals as Directors (each a **"B Director"**) and shall have the right to remove and/or replace such Directors upon 5 working days' notice to the Company. Such Directors cannot be dismissed without the prior written consent of Transport Trading Limited.

61.1.3 The Secretary of State for Transport, Local Government and the Regions (the **"Secretary of State"**) shall have the right to appoint one Director (the **"Secretary of State nominated Director"**) to the Board of the Company and shall have the right to remove and/or replace such Director upon 5 working days' notice to the Company. Such Director cannot be dismissed without the prior written consent of the Secretary of State.

61.1.4 Steps shall be taken to appoint a non-affiliated/neutral Chair of the board of Directors as soon as reasonably practicable following the first board meeting and by unanimous agreement between SICL, Transport Trading Limited and the Secretary of State. Such Chair shall only be removed by unanimous agreement between SICL, Transport Trading Limited and the Secretary of State.

61.2 No Director shall be appointed or removed other than as provided in these Articles save that the office of Director shall be vacated if:

61.2.1 he shall resigns by notice to the Company; or

61.2.2 he shall becomes prohibited by law from acting as a Director.

61.3 Any removal of a Director 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 such Director being removed and the Company.

61.4 The Directors shall not be subject to retirement by rotation.

62 Share qualification

A Director shall not be required to hold any shares of the Company by way of qualification. A Director who is not a member of the Company shall nevertheless be entitled to attend and speak at shareholders' meetings.

63 Directors' remuneration

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 or may receive such other benefits as the Directors may determine.

64 Directors' expenses

A Director may be paid all such reasonable expenses as he may incur in attending and returning from meetings of the Directors or of any committee of the Directors or shareholders' meetings or otherwise in connection with the business of the Company.

65 Directors' pensions and other benefits

The Directors shall have power to pay and agree to pay benefits, gratuities, pensions or other retirement, superannuation, death or disability benefits to (or to any person in respect of) any Director or ex-Director and for the purpose of providing any such gratuities, pensions or other benefits to contribute to any scheme or fund or to pay premiums.

ALTERNATE DIRECTORS

66 Appointment of alternate Directors

66.1 The holders of any one class of shares may at any time appoint any person (including another Director) to be the alternate Director of any Director of the relevant class and may at any time terminate such appointment. Any such appointment or termination of appointment shall be effected in like manner as provided in Article 61. The same person may be appointed as the alternate Director of more than one Director.

66.2 The appointment of an alternate Director shall cease on the happening of any event which if he were a Director would cause him to vacate such office or if the Director of whom he is the alternate ceases to be a Director.

67 Attendance and notice of meetings

67.1 An alternate Director shall be entitled to receive notices of meetings of the Directors and of all committees of Directors of which his appointor is a member and shall be entitled to attend and vote and be counted in the quorum at any such meeting at which his appointor is not personally present and generally to perform all the functions of his appointor in his absence. The provisions of these Articles shall apply as if the alternate Director were a Director of the relevant class.

67.2 If an 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 he shall count as only one for the purpose of determining whether a quorum is present.

67.3 Save as otherwise provided in these Articles, an alternate Director shall not have power to act as a Director and shall not be deemed to be a Director for the purposes of these Articles, and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of his appointor.

67.4 A resolution signed by an alternate Director need not also be signed by his appointor and, if it is signed by his appointor, it need not be signed by the alternate Director in that capacity. If the Director of whom he is the alternate is for the time being absent from the United Kingdom or temporarily unable to act through ill health or disability his signature to any written resolution of the Directors shall be as effective as the signature of the Director of whom he is the alternate.

68 Alternate Directors' interests and remuneration

An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent *mutatis mutandis* as if he were a Director but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration except only such part (if any) of the remuneration otherwise payable to the Director of whom he is the alternate as such Director may by written notice to the Company from time to time direct.

MEETINGS AND PROCEEDINGS OF DIRECTORS

69 Convening of meetings of Directors

Subject to these Articles, the Directors may meet together for the despatch of business, adjourn and otherwise regulate their proceedings as they think fit. At any time any Director may, and the Secretary at the request of a Director shall, summon a meeting of the Directors. Any Director may waive notice of any meeting and any such waiver may be retroactive.

70 Notice of Directors' meetings

70.1 Unless otherwise agreed in writing by at least one A Director and at least one B Director in any particular case, at least 10 clear days' written notice shall be given to each Director of every meeting of the Directors. In the event that a notice period of less than 10 clear days is agreed in accordance with this Article, the written notice shall nonetheless forthwith be served on the remaining Directors.

70.2 Each such notice shall (i) be sent to the address notified from time to time by each Director to the Secretary as his address for the service of such notices (of if no address has been so supplied, to his last known address); (ii) contain an agenda specifying in reasonable detail the matters to be discussed at the relevant meeting; (iii) be accompanied by any relevant papers for discussion at such meeting; and (iv) if sent to an address outside the United Kingdom, be sent by courier or facsimile transmission.

71 Quorum

71.1 Meetings of the Directors shall not be quorate unless at least one A Director and one B Director is present.

71.2 If within half an hour after the time appointed for the holding of any meeting of the Directors either an A Director or a B Director shall not be present the Director(s) present shall resolve to adjourn that meeting to a specified place and time (which shall not be earlier than three nor later than seven days after the date originally fixed

for the meeting). An alternate Director shall be counted in the quorum in the same capacity as his appointor but so that not less than two individuals will constitute the quorum.

72 Directors' resolutions

- 72.1** All business arising at any meeting of the Directors or of any committee of the Directors shall be determined only by resolution.
- 72.2** No such resolution shall be effective unless carried by all of the A Directors and all of B Directors present at such meeting.
- 72.3** In the event of a deadlock between the A Directors and the B Directors, neither the Chair, the Secretary of State nominated Director nor any other Director shall have a casting vote and the deadlock provisions set out in the shareholders' agreement between the members, as amended from time to time, and/or any relevant Rules and Standing Orders shall apply.

73 Telephone board meetings

The Directors, and any committee of the Directors, shall be deemed to meet together if, being in separate locations, they are linked by conference telephone or other communication equipment which allows those participating to hear and speak to each other, and a quorum in that event shall be one A Director and one B Director so linked. 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 Chair of the meeting is.

74 Chair

- 74.1** If no Chair shall have been appointed or if at any meeting of the Directors no Chair shall be present within five minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be Chair of the meeting. The Chair shall not be entitled to a second or casting vote.
- 74.2** The appointment of any Director to the office of Chair or managing director shall automatically cease if he ceases to be a Director but without prejudice to any claim for damages for breach of any contract of service between him and the Company.

75 Number of Directors below minimum

The continuing Director(s) may act notwithstanding any vacancies, but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with these Articles the continuing Directors or Director may act for the purpose of summoning General Meetings, but not for any other purpose. If there be no Directors or Director able or willing to act, then any two members may summon a General Meeting for the purpose of appointing Directors.

76 Written resolutions

A written resolution signed by all the Directors entitled to vote thereon (being not less in number than a quorum for meetings of the Directors) shall be as valid and effectual as a resolution passed at a meeting of the Directors or of any committee of the Directors and may consist of several documents in the like form each signed by one or more Directors.

77 Validity of proceedings

All acts done by any meeting of Directors, or of any committee of the Directors, or by any person acting as a Director or as a member of any such committee shall be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote as regards all persons dealing in good faith with the Company, notwithstanding that there was some defect in the appointment of any Director, or that any of them were disqualified or had vacated office, or were not entitled to vote.

78 Minutes of Meetings

The Directors shall cause minutes to be made in books kept for the purpose of:

- 78.1** all appointments of officers made by the Directors; and
- 78.2** all proceedings at shareholders' meetings and at meetings of the Directors and of committees of Directors, including the names of the Directors present at each such meeting.

COMMITTEES OF THE DIRECTORS

79 Appointment and constitution of committees

- 79.1** The Directors may delegate any of their powers or discretions to committees consisting of one or more Directors and one or more other persons co-opted in accordance with Article 82.2. They may also delegate to any Director holding any executive office such of their powers as they consider desirable to be exercised by him. A committee of the Directors shall include at least one A Director and one B Director and the quorum for a meeting of any such committee shall be at least one A Director and one B Director.
- 79.2** Insofar as any such power or discretion of the Directors is delegated to a committee, any reference in these Articles to the exercise by the Directors of the delegated power or discretion shall be read and construed as if it were a reference to the exercise of that power or discretion by such committee. In exercising its delegated powers any committee shall conform to any regulations which may from time to time be imposed by the Directors. Any such regulations may provide for or authorise the co-option to the committee of persons other than Directors and may provide for members who are not Directors to have voting rights as members of the committee but so that the number of members who are not Directors shall be less than one-half of the total number of members of the committee.

80 Proceedings of committee meetings

The meetings and proceedings of any such committee consisting of two or more persons shall be governed *mutatis mutandis* by the provisions of these Articles regulating the meetings and proceedings of the Directors, so far as these Articles are not superseded by any regulations made by the Directors under Article 82.2.

DIRECTORS' INTERESTS

81 Directors' Interests

81.1 Save as otherwise provided by these Articles, a Director shall not vote at a meeting of Directors or of a committee of Directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless his interest or duty arises only because of the case falls within one or more of the following paragraphs-

- (a) the resolution relates to the giving of a guarantee, security or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Company or any of its subsidiaries;
- (b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the Director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
- (c) his/her interest arises by virtue of his subscribing or agreeing to subscribe for any shares, debentures or other securities of the Company or any of its subsidiaries, or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any shares, debentures, or any other securities by the Company or any of its subsidiaries for subscription, purchase or exchange;
- (d) his/her interest is by virtue of such Director holding a position of responsibility with either the SRA, TfL or any of the Member organisations;
or
- (e) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes.

For the purposes of this Article 81.1, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this Article 81.1 becomes binding on the Company), connected with a Director shall be treated as an interest of the Director and, in relation to an alternate Director, an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

81.2 Any A Director or B Director shall be entitled to disclose to the holders of the A Shares or B Shares (as the case may be) which appointed him as Director such information concerning the business and affairs of the Company as he sees fit.

POWERS OF DIRECTORS

82 General powers

82.1 The role and duties of the Directors shall be set out in the Rules and Bye-Laws of the Company as made from time to time in accordance with Article 101 of these Articles.

82.2 The business and affairs of the Company shall be managed by the Directors, who may exercise all such powers of the Company subject to these Articles, to the Act and to any directions given by special resolution of the Company, but no direction so made by the Company shall invalidate any prior act of the Directors which would have been valid if such direction had not been made. The general powers given by this Article 82 shall not be limited or restricted by any special authority or power given to the Directors by any other Article.

83 Appointment of attorney

The Directors may from time to time and at any time by power of attorney or otherwise appoint any person to be the agent of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and may also authorise any such agent to delegate all or any of the powers, authorities and discretions vested in him.

84 Borrowing powers

Subject to any restrictions imposed by the terms of any relevant Rules and Standing Orders, from time to time, and to the provisions of the Act and any other applicable statute, the Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part or parts thereof and to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

SECRETARY

85 Secretary

Subject to the Act, the Secretary shall be appointed by the Directors on such terms and for such period as they may think fit. Any Secretary so appointed may at any time be removed from office by the Directors, but without prejudice to any claim for damages for breach of any contract of service between him and the Company.

THE SEAL

86 The Seal

86.1 The Directors shall provide for the safe custody of the Seal and the Seal shall not be used without the authority of the Directors or of a committee authorised by the Directors in that behalf.

86.2 Every instrument to which the Seal shall be affixed (other than a certificate for or evidencing shares, debentures or other securities (including options) issued by the Company) shall be signed autographically by one Director and the Secretary or by two Directors.

86.3 Any instrument signed by one Director and the Secretary or by two Directors and expressed to be executed by the Company shall have the same effect as if executed under the Seal, provided that no instrument which makes it clear on its face that it is

intended to have effect as a deed shall be so signed without the authority of the Directors or of a committee authorised by the Directors in that behalf.

DIVIDENDS

87 Final dividends

Subject to the Act, the Company may by ordinary resolution declare dividends in accordance with the respective rights of the Members, but no dividend shall exceed the amount recommended by the Directors.

88 Interim dividends

Subject to the Act, if and so far as in the opinion of the Directors the profits of the Company justify such payments, the Directors may pay interim dividends. If the share capital is divided into different classes, the Directors may pay interim dividends on shares which confer deferred or non-preferred rights with regard to dividend as well as on shares which confer preferential rights with regard to dividend, but no dividend shall be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrears. The Directors may also pay interim dividend on any class of shares carrying a fixed dividend expressed to be payable on fixed dates on the half-yearly or other dates prescribed for the payment thereof and may also from time to time pay interim dividends on shares of any class of such amounts and on such dates and in respect of such periods as they think fit. Provided the Directors act in good faith they shall not incur any liability to the holders of any shares for any loss they may suffer by the lawful payment, on any other class of shares having rights ranking after or *pari passu* with those shares, of any such fixed or interim dividend as aforesaid.

89 Distribution in specie

The Company may upon the recommendation of the Directors by ordinary resolution direct payment of a dividend in whole or in part by the distribution of specific assets (and in particular of paid-up shares or debentures of any other company) and the Directors shall give effect to such resolution. Where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient and in particular may issue fractional certificates, may fix the value for distribution of such specific assets or any part thereof, may determine that cash shall be paid to any member upon the footing of the value so fixed in order to adjust the rights of members and may vest any assets in trustees.

90 No dividend except out of profits

No dividend shall be paid otherwise than out of profits available for distribution under the Act.

91 Ranking of shares for dividend

Unless and to the extent that the rights attached to any shares or their terms of issue otherwise provide, all dividends shall (as regards any shares not fully paid throughout the period in respect of which the dividend is paid) be apportioned and paid proportionately to the amounts paid on the shares during any portion or portions of the period in respect of which the dividend is paid. For the purposes of this Article 91 no amount paid on a share in advance of calls shall be treated as paid on the share.

92 Manner of payment of dividends

Any dividend or other moneys payable on or in respect of a share shall be paid to the member or to such other person as the member (or, in the case of joint holders of a share, all of them) may in writing direct. Such dividend or other moneys may be paid (i) by cheque sent by post to the payee or, where there is more than one payee, to any one of them, or (ii) by inter-bank transfer to such account as the payee or payees shall in writing direct, or (iii) using the facilities of a relevant system, or (iv) by such other method of payment as the member (or in the case of joint holders of a share, all of them) may agree to. Every such cheque shall be sent at the risk of the person or persons entitled to the money represented thereby, and payment of a cheque by the banker upon whom it is drawn, and any transfer or payment within (ii) or (iii) above, shall be a good discharge to the Company.

93 No interest on dividends

No dividend or other moneys payable on or in respect of a share shall bear interest as against the Company.

94 Retention of dividends

94.1 The Directors may retain any dividend or other moneys payable on or in respect of a share on which the Company has a lien and may apply the same in or towards satisfaction of the moneys payable to the Company in respect of that share.

94.2 The Directors may retain the dividends payable upon shares in respect of which any person is under the provisions as to the transmission of shares hereinbefore contained entitled to become a member, or which any person is under those provisions entitled to transfer, until such person shall become a member in respect of such shares or shall transfer the same.

95 Unclaimed dividend

Any dividend which has remained unclaimed for 12 years from the date on which it was declared or became due for payment shall be forfeited and shall revert to the Company.

ACCOUNTS

96 Accounting records

Accounting records sufficient to show and explain the Company's transactions and otherwise complying with the Act shall be kept at the Office, or at such other place as the Directors think fit, and shall always be open to inspection by the officers of the Company. Every member of the Company shall have the right to inspect and take copies of any account or book or document of the Company during the Company's normal hours of business.

NOTICES

97 Service of notices

97.1 Any notice or document (including a share certificate) may be served on or delivered to any member by the Company either personally or by sending it by post in a pre-paid cover addressed to such member at his registered address, or (if he has no

registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company as his address for the service of notices, or by delivering it to such address addressed as aforesaid.

97.2 Where a notice or other document is served or sent by post, service or delivery shall be deemed to be effected at the expiration of 24 hours (or, where second-class mail is employed, 48 hours) after the time when the cover containing the same is posted and in proving such service or delivery it shall be sufficient to prove that such cover was properly addressed, stamped and posted.

97.3 The accidental failure to send, or the non-receipt by any person entitled to, any notice of or other document relating to any meeting or other proceeding shall not invalidate the relevant meeting or other proceeding.

97.4 Any notice to be given to or by any person pursuant to these Articles shall be in writing except that a notice calling a meeting of the Directors need not be in writing.

98 Statutory requirements as to notices

Nothing in Article 97 shall affect any requirement of the Act that any particular offer, notice or other document be served in any particular manner.

WINDING UP

99 Distribution of assets in specie

If the Company is wound-up (whether the liquidation is voluntary, under supervision, or by the Court) the Liquidator may, with the authority of an extraordinary resolution, divide among the members *in specie* or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the members or different classes of members. The Liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of members as the Liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability.

INDEMNITY

100 Indemnity

100.1 Subject to the provisions of and so far as may be permitted by law, every Director, Secretary, or other officer of the Company shall be indemnified by the Company against and/or exempted by the Company from all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office 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 application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.

100.2 Without prejudice to the provisions of Article 65 or Article 100.1, the Directors shall have the power to purchase and maintain insurance for or for the benefit of any person who:

- (i) is or was at any time a Director or officer of the Company;
- (ii) is or was at any time a trustee of any pension fund or employees' share scheme in which employees of the Company are interested; or
- (iii) any other persons, including but not limited to contractors or agents of the Company, who the Directors feel it is appropriate to insure,

including insurance against any liability incurred by him in respect of any act or omission in the actual or purported execution and/or discharge of his duties and/or in the exercise or purported exercise of his powers and/or otherwise in relation to his duties, powers or offices in relation to the Company, or any such pension fund or employees' share scheme.

RULES OR STANDING ORDERS

101 Making Rules or Standing Orders

The Directors may from time to time make such Rules or Standing Orders as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and the purposes of prescribing the classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they shall by such Rules or Standing Orders regulate:

- 101.1** the admission and classification of Members of the Company, and the rights and privileges of such Members, and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members;
- 101.2** the conduct of Members of the Company in relation to one another, and to the Company's servants;
- 101.3** the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;
- 101.4** the procedure at General Meetings and meetings of the Directors and Committees of the Company in so far as such procedure is not regulated by these presents; and
- 101.5** generally, all such matters are commonly the subject matter of Company rules.

102 Altering or Repealing Rules or Standing Orders

The Company in General Meeting shall have power to alter or repeal the Rules or Standing Orders and to make additions thereto and the Directors shall adopt such means as they deem sufficient to bring to the notice of Members of the Company all such Rules or Standing Orders, which so long as they shall be in force, shall be binding on all Members of the Company. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or

shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.

ELECTRONIC COMMUNICATIONS

103 Signature of documents

Where these Articles require a document to be signed by a member or other person then, if that document is in the form of an electronic communication, to be valid it must incorporate the electronic signature or personal identification details (which may be details previously allocated by the Company) of that member or other person, in such form as the Directors may approve, or be accompanied by such other evidence as the Directors may require to satisfy themselves that the document is genuine. The Company may designate mechanisms for validating any such document, and any such document not so validated shall be deemed not to have been received by the Company.

104 Electronic communication

104.1 A member may notify the Company of an address for the purpose of his receiving *electronic communications from the Company*. If a member does so, he shall be deemed to have agreed to receive from the Company notices and other documents of the kind to which the address relates by electronic communication. In addition, if a member notifies the Company of his e-mail address, the Company may satisfy its obligation to send him any notice or other document by:

104.1.1 publishing such notice or other document on a web site; and

104.1.2 notifying him by e-mail to that e-mail address that such notice or document has been so published, specifying the address of the web site on which it has been published, the place on the web site where the notice may be accessed, how it may be accessed and (if the notice relates to a shareholders' meeting) stating (a) that the notice concerns a notice of a company meeting served in accordance with the Act (b) the place, date and time of the meeting, (c) whether the meeting is to be an annual or extraordinary general meeting and (d) such other information as the Act may prescribe.

104.2 Any amendment or revocation of a notification given to the Company under this Article 104 shall only take effect if in writing, signed by the member and on actual receipt by the Company of it.

104.3 An electronic communication shall not be treated as received by the Company if it is rejected by computer virus protection arrangements.

Name and Address of Subscriber	Number of shares taken
Hackwood Secretaries Limited One Silk Street London EC2Y 8HQ	One
<hr/> M A Jackson For and on behalf of Hackwood Secretaries Limited	
Total Shares taken:	One

Dated: 4th May 2000

Witness to the above Signature:

C E Doe
 One Silk Street
 London
 EC2Y 8HQ

Table of Contents

1	Table A not to apply	1
2	Interpretation	1
3	Amount of share capital	2
4	Increase of share capital	2
5	Consolidation, subdivision and cancellation	3
6	Purchase of own shares.....	3
7	Reduction of capital	3
8	Issue of shares	4
9	Rights attaching to shares on issue.....	4
10	Commissions on issue of shares.....	4
11	Trust interests etc. not recognised.....	4
12	Issue of share certificates	5
13	Form of share certificate	5
14	Joint holders.....	5
15	Replacement of share certificates	5
16	Power to make calls.....	5
17	Liability for calls	5
18	Interest on overdue amounts.....	6
19	Other sums due on shares.....	6
20	Power to differentiate between holders.....	6
21	Notice on failure to pay a call	6
22	Forfeiture for non-compliance	6
23	Disposal of forfeited shares.....	6
24	Holder to remain liable despite forfeiture	6

25	Lien on partly-paid shares	7
26	Sale of shares subject to lien	7
27	Proceeds of sale of shares subject to lien	7
28	Evidence of forfeiture or sale to satisfy a lien.....	7
29	<i>Manner of variation of rights</i>	8
30	Matters constituting variation of rights	8
31	Restrictions on transfers	9
32	Form of transfer	9
33	Right to refuse registration	9
34	No fee on registration	9
35	Closure of Register	9
36	Annual and Extraordinary General Meetings	10
37	Convening of General Meetings.....	10
38	Notice of General Meetings.....	10
39	Contents of notice of General Meetings.....	10
40	Chair	10
41	Quorum	11
42	Lack of quorum.....	11
43	Adjournment.....	11
44	Demand for poll	11
45	Procedure on a poll.....	11
46	Voting on a poll	12
47	Timing of poll	12
48	Written resolutions	12
49	Votes attaching to shares.....	12

50	Votes of joint holders	12
51	Restriction on voting in particular circumstances	13
52	Voting by guardian	13
53	Validity and result of vote	13
54	Resolution of deadlock	13
55	Proxy need not be a member	13
56	Form of proxy	13
57	Rights of proxy	14
58	Revocation of proxy	14
59	Receipt of form of proxy	14
60	Corporations acting by representatives	14
61	Numbers, appointment and removal of Directors	15
62	Share qualification	15
63	Directors' remuneration	16
64	Directors' expenses	16
65	Directors' pensions and other benefits	16
66	Appointment of alternate Directors	16
67	Attendance and notice of meetings	16
68	Alternate Directors' interests and remuneration	17
69	Convening of meetings of Directors	17
70	Notice of Directors' meetings	17
71	Quorum	17
72	Directors' resolutions	18
73	Telephone board meetings	18
74	Chair	18

75	Number of Directors below minimum	18
76	Written resolutions	18
77	Validity of proceedings	19
78	Minutes of Meetings.....	19
79	Appointment and constitution of committees	19
80	Proceedings of committee meetings.....	19
81	Directors' Interests	20
82	General powers	20
83	Appointment of attorney	21
84	Borrowing powers	21
85	Secretary.....	21
86	The Seal.....	21
87	Final dividends.....	23
88	Interim dividends	23
89	Distribution in specie.....	23
90	No dividend except out of profits	23
91	Ranking of shares for dividend.....	23
92	Manner of payment of dividends	24
93	No interest on dividends	24
94	Retention of dividends	24
95	Unclaimed dividend	24
96	Accounting records.....	24
97	Service of notices	24
98	Statutory requirements as to notices	25
99	Distribution of assets in specie.....	25

100	Indemnity.....	25
101	Making Rules or Standing Orders.....	26
102	Altering or Repealing Rules or Standing Orders	26
103	Signature of documents	27
104	Electronic communication	27