

5157396

**THE COMPANIES ACT 1985**

**COMPANY LIMITED BY SHARES**

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**ARTICLES OF ASSOCIATION  
OF  
ABELLIO NORTHERN RAIL LIMITED<sup>1</sup>**

**PRELIMINARY**

- 1 In these Articles and in Table A -
- "the Act" means the Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force
- "Table A" means Table A in the Companies (Tables A-F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985
- 2 (A) Subject as hereinafter provided, the regulations contained in Table A shall apply to the Company
- (B) Regulations 24, 46, 50, 73-80 inclusive, 94-97 inclusive and 118 in Table A shall not apply to the Company, but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company

**SHARE CAPITAL**

- 3 The capital of the Company at the date of adoption of these Articles is £100 divided into 100 Ordinary Shares of £1 each

**SHARES**

**NOTE**

<sup>1</sup>

The name of the Company was changed from Charco 1083 Limited by a Written Resolution dated 14<sup>th</sup> July, 2004. A certificate on change of name was issued by the Registrar of Companies on 19 July 2004.

By a Special Resolution passed on 10 February 2010 the name of the company was changed from NedRailways Northern Rail Limited to Abellio Northern Rail Ltd. A certificate on change of name was issued by the Registrar of Companies on 17 February 2010.

- 4 (A) The directors shall have general and unconditional authority (limited in time as hereinafter provided) to allot any relevant securities up to the maximum amount hereinafter laid down. The maximum amount of relevant securities which may be allotted under the authority hereby conferred shall be that which would result in the issue of all the shares in the Company for the time being unissued. Subject to Section 80(7) of the Act, the authority hereby conferred shall expire five years after the date of the adoption of these Articles unless renewed (with or without variation) by the Company in general meeting at any time and from time to time before or after the date on which it would otherwise have expired.
- (B) The Company may at any time and from time to time prior to the expiry of the authority conferred by paragraph (A) of this Article or any renewal thereof make any offer or agreement which would or might require relevant securities to be allotted after such expiry.
- (C) Save as otherwise provided in these Articles, all unissued shares (whether forming part of the original or any increased capital) which the directors are authorised (by these Articles or otherwise) to allot shall be at the disposal of the directors who may allot, grant options over, offer or otherwise deal with or dispose of them to such persons, at such times and generally on such terms and conditions as they may determine.
- (D) In this Article "relevant securities" shall have the meaning ascribed thereto by Section 80(2) of the Act and references to the allotment of relevant securities shall be construed in the same manner as in that Section.
- 5 By virtue of Section 91 of the Act the provisions of Section 89(1) of the Act shall not apply to the Company.
- 6 The lien conferred by Regulation 8 in Table A shall apply to all shares of the Company whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of several joint holders. The said Regulation 8 shall be modified accordingly.
- 7 The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

#### **TRANSMISSION OF SHARES**

- 8 The Board may at any time give notice requiring any person entitled to a share by reason of the death or bankruptcy of the holder thereof to elect either to be registered himself in respect of the share or to transfer the share and if the notice is not complied with within sixty days the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with. Regulation 31 in Table A shall be modified accordingly.

#### **TRANSFERS OF SHARES**

- 9 The directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share whether or not it is a fully paid share

### **GENERAL MEETINGS**

- 10 If and so long as the number of members is less than two, a sole member may exercise all the rights vested in the members and Regulation 40 of Table A shall not apply
- 11, 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 (before or on the declaration of the result of the show of hands) demanded by the chairman or by any member present in person or by proxy and entitled to vote, and a demand by a person as proxy for a member shall be the same as a demand by the member. The Chairman shall not have a casting vote on an equality of votes, whether on a show of hands or on a poll at any general meeting
- 12 If at any adjourned meeting of meetings of members of the Company a quorum is not present within half an hour from the time appointed for the meeting, the member present shall be a quorum
- 13 For the purpose of Regulation 53 in Table A a director or secretary of a corporation which is for the time being a member shall be deemed to be a person authorised to execute a resolution on behalf of that corporation
- 14 A proxy shall be entitled to vote on a show of hands and Regulation 54 in Table A shall be modified accordingly

### **DIRECTORS**

- 15 The number of directors need not exceed one. If and so long as there is a sole director, he may exercise all the powers and authorities vested in the directors by these Articles or Table A. Regulations 64 and 89 in Table A shall be modified accordingly
- 16 A director shall not be required to hold any qualification shares in the Company, but nevertheless shall be entitled to attend and speak at any general meeting and at any separate general meeting of the holders of any class of shares in the capital of the Company
- 17 A director shall be paid such remuneration by way of salary, commission or percentage of profits or otherwise as the directors may determine. Regulation 82 in Table A shall be modified accordingly

### **ALTERNATE DIRECTORS**

- 18 Each director shall have the power from time to time to appoint any other director or any person approved by the directors (such approval not to be

unreasonably withheld) to act as an alternate director and may remove from office an alternate director as appointed by him Regulation 65 in Table A shall be modified accordingly

- 19 (A) The remuneration of an alternate director shall be payable out of the remuneration payable to the director appointing him and shall consist of such part (if any) of such remuneration as shall be agreed between the alternate director and the director appointing him Regulation 66 in Table A shall be modified accordingly
- (B) The alternate director shall benefit from the indemnity set out in Article 28

### **PROCEEDINGS OF DIRECTORS**

- 20 Subject to the provisions of Part X of the Act a director may be interested directly or indirectly in any contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor Notwithstanding his interest a director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him
- 21 At any meeting of the directors or of any committee of the directors the chairman shall not have a casting vote or second vote on an equality of votes and Regulation 88 of Table A shall be modified accordingly
- 22 Any director or member of a committee of the directors may participate in a meeting of the directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting

### **APPOINTMENT AND DISQUALIFICATION OF DIRECTORS**

- 23 The directors shall have power at any time and from time to time, to appoint any person or persons to be a director or directors, either to fill a casual vacancy or as an addition to the existing directors
- 24 Without prejudice to the powers of the Company under Section 303 of the Act to remove a director by ordinary resolution, the holder or holders for the time being of more than one half in nominal value of the issued ordinary shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a director or directors, either as an addition to the existing directors or to fill any vacancy, and to remove from office any director howsoever appointed Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company signed on its behalf by one of its directors, and shall take effect upon lodgement at the registered office of the Company

- 25 Regulation 81(e) in Table A shall not apply if the absent director shall have appointed an alternate director who has not been similarly absent during the period referred to therein
- 26 The Company may at any time and from time to time by ordinary resolution appoint any person who is willing to act to be a director, either to fill a casual vacancy or as an additional director

#### **DIVIDENDS**

- 27 Dividends shall be declared and paid according to the amounts paid up or credited as paid up on the shares on which the dividend is paid Regulation 104 in Table A shall be construed accordingly

#### **INDEMNITY**

- 28 Every director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto But this Article shall only have effect insofar as its provisions are not avoided by Section 310 of the Act.

**NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER**

HALCO SECRETARIES LIMITED  
8-10 New Fetter Lane  
London EC4A 1RS

For and on behalf of  
Halco Secretaries Limited

Company Formation Agent

Norman Harold Starritt  
Director/Secretary

DATED this 17th day of June 2004

WITNESS to the above signatures -

Alexa Birt  
8-10 New Fetter Lane  
London EC4A 1RS

Trainee Solicitor

**APPENDIX:**

**COMPANY NO. 5157396**

**THE COMPANIES ACT 1985**

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**COMPANY LIMITED BY SHARES**

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**MEMORANDUM OF ASSOCIATION**

**OF**

**ABELLIO NORTHERN RAIL LIMITED<sup>1</sup>**

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- 1 The name of the Company is "Abellio Northern Rail Limited"<sup>1</sup>
- 2 The registered office of the Company will be situate in England
- 3 The objects for which the Company is established are -
  - (a) (i) To carry on business as a general commercial company, and
  - (ii) without prejudice to the generality of the objects and powers of the Company derived from Section 3A of the Companies Act 1985, the Company shall have the following additional objects
  - (b) To carry on any other business of a similar nature, or any business which may in the opinion of the directors be conveniently carried on by the Company
  - (c) To acquire and assume for any estate or interest and to take options over, construct, develop or exploit any property, real or personal, and rights of any kind and the whole or any part of the undertaking, assets and liabilities of any person and to act and carry on business as a holding company
  - (d) To manufacture, prepare, process, import, export, deal in and store any goods and other things and to carry on the business of manufacturers,

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**NOTE**

<sup>1</sup>

The name of the Company was changed from Charco 1083 Limited by a Written Resolution dated 14<sup>th</sup> July, 2004. A certificate on change of name was issued by the Registrar of Companies on 19 July 2004.

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preparers, processors, importers, exporters and storers of and dealers in any goods and other things

- (e) To acquire and exploit lands, mines and mineral rights and to acquire, explore for and exploit any natural resources and to carry on any business involving the ownership or possession of land or other immovable property or buildings or structures thereon and to construct, erect, install, enlarge, alter and maintain buildings, plant and machinery and to carry on business as builders, contractors and engineers
- (f) To provide services of all descriptions and to carry on business as advisers, consultants, brokers and agents of any kind
- (g) To advertise, market and sell the products of the Company and of any other person and to carry on the business of advertisers or advertising agents or of a marketing and selling organisation or of a supplier, wholesaler, retailer, merchant or dealer of any kind
- (h) To provide technical, cultural, artistic, educational, entertainment or business material, facilities or services and to carry on any business involving any such provisions
- (i) To lend money, and grant or provide credit and financial accommodation, to any person and to carry on the business of a banking, finance or insurance company
- (j)
  - (i) To carry on the business of an investment or property company and for that purpose to acquire and hold either in the name of the Company or in that of any nominee shares, stocks, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business and debentures, debenture stock, bonds, notes obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal, local or otherwise in any part of the world
  - (ii) To acquire any such shares, stock, debentures, debenture stock, bonds, notes, obligations or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit
  - (iii) To exercise and enforce all rights and powers conferred by or incident to the ownership of any such shares, stock, obligations or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof



- (k) To acquire and carry on any business carried on by a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company
- (l) To enter into any arrangement with any government or authority or person and to obtain from any such government or authority or person any legislation, orders, rights, privileges, franchises and concessions and to carry out, exercise and comply with the same
- (m) To borrow and raise money and accept money on deposit and to secure or discharge any debt or obligations in any manner and in particular (without prejudice to the generality of the foregoing) by mortgages of or charges upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by the creation and issue of securities
- (n) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods or in any other manner, the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums interest, dividends and other moneys payable on or in respect of any securities or liabilities of any person, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company
- (o) To amalgamate or enter into partnership or any profit-sharing arrangement with, and to co-operate or participate in any way with, and assist or subsidise any person
- (p) To accept, draw, make, create, issue, execute, discount, endorse, negotiate and deal in bills of exchange, promissory notes, and other instruments and securities, whether negotiable or otherwise
- (q) To apply for, purchase or otherwise acquire any interest in any copyright, designs, patents, brevets d'invention, trade marks, licences, concessions, know how, confidential information and the like conferring any exclusive or non-exclusive or limited right to use any processes, or other information in relation to the Company's business or any part thereof or generally any inventions which may seem to the Company capable of being usefully dealt in, to use, exercise, develop, manufacture under or grant licenses in respect of or otherwise turn to account any such copyright, designs, patents, brevets d'invention, trade marks, licences, concession, know how, confidential information and the like and information generally and to carry on the business of an inventor, designer or research organisation
- (r) To sell, exchange, mortgage, charge, let or rent, share of profit, royalty or otherwise, grant licenses, easements, options, servitudes and other

rights over, and in any other manner deal with, or dispose of, all or any part of the undertaking, property and assets (present and future) of the Company for any consideration and in particular (without prejudice to the generality of the foregoing) for any securities

- (s) To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount ( even if less than the nominal amount of such securities) or for any purpose
- (t) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of, any securities of the Company or in or about the formation of the Company or the conduct or course of its business, and to establish or promote, or concur or participate in establishing or promoting, any company, fund or trust and to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund, trust or business promoters or managers and of underwriters or dealers in securities, and to act as director of and as secretary, manager, registrar or transfer agent for any other company and to act as trustees of any kind and to undertake and execute any trust
- (u) To pay all the costs, charges, and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company, and to procure the registration or incorporation of the Company in or under the laws of any place outside England
- (v) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its directors or employees, or may be connected with any town or place where the Company carries on business, to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been directors of, who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons, to make payments towards insurance, and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants, and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained

- (w) To cease carrying on or wind up any business or activity of the Company, and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory
- (x) To distribute any of the property of the Company among its creditors and members in specie or kind
- (y) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustee or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others
- (z) To carry on any other business or activity and do anything of any nature which in the opinion of the Company is or may be capable of being conveniently carried on or done in connection with the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's undertaking, property or assets or otherwise to advance the interests of the Company or of its members
- (aa) To do all such other things as in the opinion of the Company are of may be incidental or conducive to the attainment of the above objects or any of them

And it is hereby declared that "company" in this clause, except where used in reference to this Company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated domiciled or resident in the United Kingdom or elsewhere, "person" shall include any company as well as any other legal or natural person, "securities" shall include any fully, partly or nil paid shares, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, "and" and "or" shall mean "and/or" where the context so permits, "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible, and the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by references to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company

- 4 The liability of members is limited
- 5 The share capital of the Company is £100 divided into 100 Ordinary shares of £1 each, and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions

I, the subscriber to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum, and I agree to take the number of shares in the capital of the Company shown opposite my name

**NAME, ADDRESS AND  
DESCRIPTION OF SUBSCRIBER**

**NUMBER OF SHARES TAKEN**

HALCO SECRETARIES LIMITED  
8-10 New Fetter Lane  
London EC4A 1RS

One  
For and on behalf of  
Halco Secretaries Limited

Company Formation Agent

Norman Harold Starritt  
Director/Secretary

DATED this 17th day of June 2004

WITNESS to the above signatures -

Alexa Birt  
8-10 New Fetter Lane  
London EC4A 1RS

Trainee Solicitor