



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company No. 6791652

The Registrar of Companies for England and Wales hereby certifies that

HIGH SPEED FIVE (HS5) LIMITED

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House on **14th January 2009**



N06791652N



Companies House
— the official —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
for the record

12

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration

Company Name in full

HIGH SPEED FIVE (HSS) LIMITED

I, ROBERT WYNNE LUNNARD

of FIELD HOUSE, DOWNE ROAD, KESTON,
KENT, BR2 6AD

† Please delete as appropriate.

do solemnly and sincerely declare that I am a † ~~(Solicitor engaged in the formation of the company)~~ [person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

R. W. Lunnard

Declared at

WINCKWORTH SHERWOOD LLP, 35 GREAT
PETER STREET, LONDON, SW1P 3LR

Day Month Year

On

1 4 0 1 2 0 0 9

● Please print name.

before me ●

PAUL IRVING

Signed

P. Irving

Date

14/1/09

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

ELLEN POLEY, GREAT MINSTER HOUSE

76 MARSHAM STREET, LONDON

SW1P4DR

Tel 0207 344 8300

DX number

DX exchange

Companies House receipt date barcode

*This form has been provided free of charge
by Companies House.*

Form revised 10/03

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ
for companies registered in England and Wales

DX 33050 Cardiff

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh

or LP - 4 Edinburgh 2



Companies House

for the record

10

Please complete in typescript,
or in bold black capitals.

CHWP000

Notes on completion appear on final page

First directors and secretary and intended situation of
registered office

Company Name in full

HIGH SPEED FIVE (HSS) LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

GREAT MINSTER HOUSE

76 MARSHAM STREET

Post town

LONDON

County / Region

Postcode

SW1P4DR

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

NONE

You do not have to give any contact
information in the box opposite but if
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for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

Company Secretary (see notes 1-5)

Company name	HIGH SPEED FIVE (HS5) LIMITED		
NAME *Style / Title	MR	*Honours etc	
Forename(s)	TIMOTHY JOHN		
Surname	WELBURN		
Previous forename(s)	NONE		
Previous surname(s)	NONE		
Address **	48 WALDECK ROAD		
	CHISWICK		
Post town	LONDON		
County / Region		Postcode	W4 3NP
Country	ENGLAND		

* Voluntary details

** Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐

I consent to act as secretary of the company named on page 1

Consent signature



Date

14.1.2009

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title	MR	*Honours etc	
Forename(s)	ROBERT WYNNE		
Surname	LINNARD		
Previous forename(s)	NONE		
Previous surname(s)	NONE		
Address **	FIELD HOUSE		
	DOWNE ROAD		
Post town	KESTON		
County / Region	KENT	Postcode	BR2 6AD
Country	ENGLAND		

** Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐

Day Month Year

Date of birth

18061953

Nationality

BRITISH

Business occupation

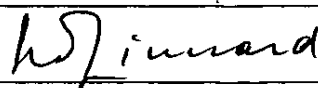
CIVIL SERVANT

Other directorships

NONE

I consent to act as director of the company named on page 1

Consent signature



Date

1/14/09

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead, or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.
The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years, when the person was a director, was:**
 - dormant,
 - a parent company which wholly owned the company making the return,
 - a wholly owned subsidiary of the company making the return, or
 - another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

Memorandum and Articles of Association of

High Speed Five (HS5) Limited

Incorporated on

[] January 2009

WEDNESDAY



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14/01/2009

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COMPANIES HOUSE

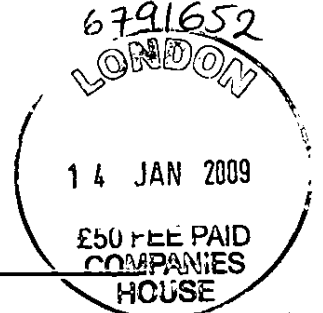
The Companies Act 1985 and 2006

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

HIGH SPEED FIVE (HS5) LIMITED



1. The Company's name is High Speed Five (HS5) Limited.
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are to advise the Secretary of State for Transport on the development of proposals for a new railway.

And in pursuit of this, the objects also include without limitation the following:

- (a) To enter into contracts with any person or entity for the purposes of facilitating the objects;
- (b) To remunerate any person, firm or company rendering services to the Company in cash payment or otherwise and to give 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 furthering of its objects;
- (c) 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;
- (d) 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;
- (e) 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;

- (f) 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 in connection with the objects of the Company herein authorised;
- (g) 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;
- (h) To promote, or join in the promotion or formation of, any company having objects similar to those of the Company;
- (i) 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;
- (j) 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;
- (k) 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;
- (l) 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;

- (m) 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;
- (n) To carry on any other activity of any nature whatsoever which may seem to the directors to be capable of conveniently or advantageously carried on in connection with the objects of the Company hereinbefore authorised;
- (o) To do all such other things as may be considered to be incidental or conducive to any of the above objects.

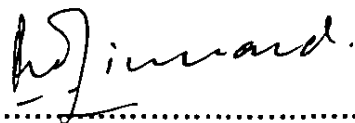
And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this Clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in any way limited by reference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

- 4. The liability of the members is limited.
- 5. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

I the Subscriber to this Memorandum of Association wish to be formed into a Company pursuant to this Memorandum.

Name and Address of Subscriber

The Secretary of State for Transport
Great Minster House
76 Marsham Street
LONDON SW1P 4DR

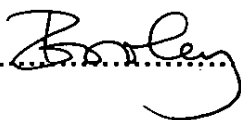


Robert Wynne Linnard
For and on behalf of
The Secretary of State for Transport

Dated: 14/01/09

Witness to the above signature

Ellen Pooley
5 Melody Road
London
SW18 2QW



The Companies Act 1985 and 2006

A Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

HIGH SPEED FIVE (HS5) LIMITED

PRELIMINARY

- A1. References in these Articles to Table A are to Table A of the Companies (Tables A to F) Regulations 1985 so far as it relates to private companies limited by shares.
1. Regulations 2 to 35 inclusive, 54, 55, 57, 59, 78, 79, 102 to 108 inclusive, 110, 114, and 116 to 118 inclusive of Table A, shall not apply to the Company but the articles hereinafter contained and, subject to the modifications hereinafter expressed, the remaining regulations of Table A shall constitute the articles of association of the Company.

INTERPRETATION

2. In regulation 1 of Table A, the definition of "the holder" shall be omitted.

MEMBERS

3. The subscribers to the memorandum of association of the Company and such other persons as are admitted to membership in accordance with the articles shall be members of the Company. No person shall be admitted a member of the Company unless he is approved by the directors. Every person who wishes to become a member shall deliver to the Company an application for membership in such form as the directors require executed by him.
4. A member may at any time withdraw from the Company by giving at least seven clear days' notice to the Company. Membership shall not be transferable and shall cease on death.

NOTICE OF GENERAL MEETINGS

5. In regulation 38 of Table A—
- (a) in paragraph (b) the words "of the total voting rights at the meeting of all the members" shall be substituted for "in nominal value of the shares giving that right" and

- (b) the words "The notice shall be given to all the members and to the directors and auditors" shall be substituted for the last sentence.

PROCEEDINGS AT GENERAL MEETINGS

6. The words "and at any separate meeting of the holders of any class of shares in the Company" shall be omitted from regulation 44 of Table A.
7. Paragraph (d) of regulation 46 of Table A shall be omitted.

VOTES OF MEMBERS

8. On a show of hands every member present in person or by proxy shall have one vote. On a poll every member present in person or by proxy shall have one vote.

APPOINTMENT AND RETIREMENT OF DIRECTORS

9. A member or members having a majority of the voting rights of the Company shall have the power at any time, and from time to time, to appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director and to remove from office any director howsoever appointed. Any such appointment or removal shall be made by notice in writing to the Company and shall take effect upon lodgement of such notice at the office.
10. Subject to the agreement of the member or members having a majority of the voting rights of the Company, the directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director.

DIRECTORS' EXPENSES

11. The words "of any class of shares or" shall be omitted from regulation 83 of Table A.

PROCEEDINGS OF DIRECTORS

12. In paragraph (c) of regulation 94 of Table A the word "debentures" shall be substituted for the words "shares, debentures or other securities" in both places where they occur.
13. The directors, and any committee of 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 two directors 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.

THE SEAL

14. The words "If the Company has a seal" shall be added before the words "The seal shall only be used" in regulation 101 of Table A.

MINUTES

15. The words "of the holders of any class of shares in the Company" shall be omitted from regulation 100 of Table A.

NOTICES

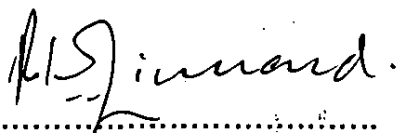
16. The second sentence of regulation 112 of Table A shall be omitted.
17. The words "or of the holders of any class of shares in the Company" shall be omitted from regulation 113 of Table A.

INDEMNITY

18. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the company may be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

Name and Address of Subscriber

The Secretary of State for Transport
Great Minster House
76 Marsham Street
LONDON SW1P 4DR



.....
Robert Wynne Linnard
For and on behalf of
The Secretary of State for Transport

Dated: 14/01/09

Witness to the above signature

Ellen Pooley
5 Melody Road
London
SW18 2QW

