

Re:

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

of

DUNWILCO (790) LIMITED

Registered No 206554

Incorporated in Scotland on the 25th day of April 2000

(Adopted by Special Resolution passed on 14 June 2000)

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THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

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DUNWILCO (790) LIMITED

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CONSTITUTION

1. The Company is established as a private company within the meaning of Section 1(3) of the Companies Act 1985 in accordance with and subject to the provisions of the Companies Act 1985 (as amended by the Companies Act 1989) (hereinafter referred to as "the Act") and of the Memorandum of Association of the Company and of the Regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A") with the exception of Regulations 2, 24, 40, 50, 64, 73 to 81 (inclusive), 94 and 118 of Table A, and of any other Regulations which are inconsistent with the additions and modifications hereinafter set forth. In these Articles in respect of any corporate member, "Associates" means any holding company or subsidiary of that corporate member (as such terms are defined in Section 736 of the Act) or any subsidiary of any such holding company.

SHARE CAPITAL

2. (A) The authorised share capital of the Company, at the date of adoption of these Articles, is £1,000 divided into 475 A Ordinary Shares of £1 each (the "A Shares") and 525 B Ordinary Shares of £1 each ("the B Shares") (together "the Shares").

(B) Without prejudice to the other provisions of these Articles, the rights attaching to the A Shares and the B Shares shall be as follows:-
 - (1) As regards income
 - (a) The profits of the Company available for distribution in any financial year of the Company shall be applied in paying to the holders of the A Shares and the B Shares pari passu (as if the same constituted one class of share) such dividend as may be determined by the directors of the Company and approved by the Company in general meeting; and

- (b) every dividend shall be distributable to the appropriate shareholders pro rata according to the amounts paid up or credited as paid up on the shares of the relevant class held by them.
- (2) As regards capital
 - (a) On a return of assets on liquidation or otherwise, the assets of the Company available for distribution to the members of the Company, after payment of all its liabilities, shall be distributed to the holders of the A Shares and the B Shares pari passu (as if the same constituted one class of share); and
 - (b) the assets of the Company which are so available for distribution shall be distributed to the appropriate shareholders pro rata according to the amounts paid up or credited as paid up on the shares of the relevant class held by them.
- (3) As regards voting

The holders of the A Shares and the B Shares shall be entitled to vote at all general meetings of the Company and the holders of the A Shares who (being individuals) are present in person or (being a corporation) are present by a representative shall, in aggregate, be deemed to have on a show of hands and on a poll, exactly the same number of votes as the holders of any B Shares who (being individuals) are present in person or (being a corporation) are present by a representative, and on a poll, the holders of the B Shares shall have one vote for each B Share held.
- (C) Whenever the capital of the Company is divided into different classes of shares, the special rights attached to any class may be varied or abrogated, either whilst the Company is a going concern or during or in contemplation of winding-up, with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate meeting of the holders of the shares of that class but not otherwise. To every such separate meeting all the provisions of these Articles shall, mutatis mutandis, apply except that the necessary quorum shall be one person at least holding or representing by proxy one-third in nominal amount of the issued shares of the class (but if at any adjourned meeting of such holders a quorum as above defined is not present those members who are present shall be a quorum), and that the holders of shares of the class shall,

on a poll, have one vote in respect of each share of the class held by them respectively. For these purposes, the A Shares and the B Shares shall be deemed to be separate classes of shares.

SHARE CERTIFICATES

3. Regulation 6 of Table A is hereby modified by the addition after the words "Every certificate shall be sealed with the seal" where those words appear at the beginning of the second sentence thereof of the following:-

"or otherwise subscribed or executed by the Company in accordance with the provisions of the Act".

ISSUE OF SHARES

4. (A) Subject to the Directors being duly authorised under Section 80 of the Act and the provisions of Article 6, any unissued shares in the capital of the Company proposed to be issued shall before issue be offered in the first instance to each of the members of the Company in proportion, as nearly as may be without involving fractions, to the number of shares in the Company respectively held by them at the relevant time and at the same price per share. Such offer ("the first offer") shall be made by notice in writing specifying the number of shares for which each offeree member is entitled to subscribe and the price per share and stating that the offer may be accepted in full or in part and that it must be accepted within a period of 21 days ("the first offer period") and in default of such acceptance will be deemed to have been rejected. At the expiry of the first offer period, or on such earlier date as the Directors may be able to establish the total number of shares (if any) which will remain unaccepted under the first offer, any shares so offered remaining unaccepted shall forthwith thereafter be offered for subscription on the same terms to those shareholders accepting the first offer in full, for acceptance by them within 7 days ("the second offer period") on the basis that in the case of competition the shares so offered shall be allotted to the applicants in proportion (as nearly as may be without involving fractions or increasing the number allotted to any applicant beyond that applied for by him) to the number of shares held by them respectively. The Directors shall be entitled, subject to Section 80 of the Act and the provisions of Article 6, at any time within the period of two months following the expiry of the second offer period to allot any shares remaining unaccepted at such expiry date (or, by reason of the foregoing provisions as to fractions, unoffered or unallotted) to such persons as they

may select provided that no such allotment shall be made on terms more favourable than those extended to the original offerees under this Article.

(B) In accordance with Section 91 of the Act, Sections 89(1) and 90(1) to (6) inclusive of the Act shall be excluded from applying to the Company.

5. Without prejudice to the provisions of Regulation 5 of Table A, the Company shall be entitled to register trustees as such in respect of any shares held upon any trust.

CLASS RIGHTS

6. Without prejudice to the generality of Article 2(C), the special rights of the A Shares and the B Shares shall be deemed to be varied if the Company shall or any of its subsidiaries shall:-

- (a) alter any restriction on the powers of the directors to borrow, give guarantees or create charges;
- (b) alter its accounting reference date;
- (c) make any application for a listing of any part of its share capital on the London Stock Exchange, the Alternative Investment Market, or any other recognised investment exchange (as defined in Section 207 of the Financial Services Act 1986) or make any arrangements for any other form of marketing of any of its share capital (including without limitation listing on any bourse or stock exchange other than the London Stock Exchange);
- (d) give any guarantee or indemnity or security in respect of the obligations of any other person, firm or company (other than any of its wholly owned subsidiaries) or permit any such guarantee or indemnity or security to subsist or vary any such guarantee or indemnity or security or provide any credit (other than normal trade credit on commercially reasonable terms in the ordinary course of its business or to any of its wholly owned subsidiaries);
- (e) make any loan or advance (other than to any of its wholly owned subsidiaries);
- (f) create any mortgage or charge over any part of its undertaking, property or assets;

- (g) enter into any contract or arrangement of a long term nature other than in the ordinary course of business;
- (h) appoint any committee of its board of directors or take any decisions which are material to the Company or any of its subsidiaries as a whole otherwise than at a meeting of its board of directors;
- (i) establish or vary the rules of any profit sharing, bonus or incentive scheme or any benefits scheme;
- (j) sell its undertaking or any substantial part thereof or sell any fixed assets other than in the ordinary course of business;
- (k) increase, alter or reduce its authorised or issued share capital;
- (l) re-organise, consolidate, sub-divide or convert the shares for the time being in its capital or vary any of the rights attaching to any such shares;
- (m) issue or allot any shares for the time being in its capital or loan capital or other securities or grant any rights to acquire or subscribe for shares or securities convertible into shares;
- (n) repay, redeem or repurchase any shares, or make early repayment of any loan stock;
- (o) amend its Memorandum or Articles of Association or adopt new Articles of Association;
- (p) carry on any business other than property development and investment and activities ancillary thereto;
- (q) take any steps to have it wound up, whether for the purposes of amalgamation, or reconstruction or otherwise unless a registered insolvency practitioner shall have advised that it requires to be wound up by reason of having become insolvent;
- (r) dispose of any share in the capital of any subsidiary;

- (s) acquire any interest in any share in the capital of any company (except for the purposes of setting up a new wholly owned subsidiary of the Company) or any interest in any debenture, mortgage or security of any company;
- (t) pay any fees, charges or levies or make any other payment in cash or money's worth or provide any benefit in kind to any director or employee of (i) the Company or (ii) any subsidiary of the Company or (iii) any member of the Company or (iv) any company controlled by the Company (control having the meaning set out in Section 416 of the Income and Corporation Taxes Act 1988) or any director or member of the Company;
- (u) pay a dividend on the Shares or any of them; or
- (v) commence legal proceedings except for the purposes of the recovery of debts owed to the Company in the ordinary course of business.

No person dealing with the Company or its subsidiaries shall be concerned to see or enquire as to whether any requisite consent has been obtained and no obligation incurred or security given or transaction effected by the Company or any of its subsidiaries to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that any requisite consent had not been obtained.

LIEN

7. In Regulation 8 of Table A the words "(not being a fully paid share)" shall be omitted and the words "and the Company shall also have a first and paramount lien on all shares standing registered in the name of a single person or in the name of any person jointly with another or others for all monies presently payable by him or any of them or his estate or their estates to the Company" shall be inserted after the words "in respect of that share".

FORFEITURE OF SHARES

8. Regulation 18 of Table A is hereby modified by adding at the end of the first sentence thereof the following:-

"and all expenses that may have been incurred by the Company by reason of such non-payment."

TRANSFER OF SHARES

9. The Directors shall refuse to register the transfer of any share in the capital of the Company ("a share") unless such transfer is made with the prior written consent of all other members ("a permitted transfer") and the Directors shall be obliged to register a permitted transfer.

GROUP TRANSFERS

10. Notwithstanding any provisions in these Articles to the contrary, a transfer of shares in the Company held by a company ('the transferor') may be made to any of its Associates and the Directors shall register and give effect to any such transfer (but if such transferee ceases to be an Associate it shall forthwith transfer the relevant shares to the transferor or an Associate of the transferor).

GENERAL MEETINGS

11. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Two members (one being a holder of A Shares and one being a holder of B Shares) each being present in person or by proxy or represented by a duly authorised representative if a corporation, shall be a quorum. If a quorum is not present within fifteen minutes of the time called for the commencement of the meeting, the meeting shall be adjourned to the same day in the following week at the same time and place as the original meeting and notice shall be given to the members of such adjournment. At such adjourned meeting, the quorum for the meeting shall be that number and that member or those members who attend the meeting in person or by proxy or by duly authorised representative.
12. A poll may be demanded at any general meeting by the Chairman or by any member present in person or by proxy or, in the case of a corporation, by a duly authorised representative, and entitled to vote. Regulation 46 of Table A shall be construed accordingly.
13. No resolution not previously approved by the Directors shall be moved by any member other than a Director at a general meeting unless the member intending to move the same shall have left a copy thereof with his name and address at the Office of the Company three clear days prior to such meeting.
14. Notice of every general meeting shall be given to every member whether or not he shall have supplied to the Company an address within the United Kingdom for the giving of notices and Regulations 112 and 116 of Table A shall be construed accordingly.

15. The Chairman of a general meeting shall not be entitled to a casting vote in addition to any other vote he may have.

DIRECTORS

16. The number of Directors (other than alternate Directors) shall not be less than one and the maximum number shall be seven. If and so long as there is a sole Director, he may act alone in exercising all the powers and authorities vested in the Directors.
17. (A) The holder or holders of a majority in nominal value of the A Shares as a class shall be entitled to appoint not more than two Directors of the Company (each an "A' Director") and to remove any such Directors and to make any necessary appointment to fill any vacancy howsoever and whensoever arising. Every such appointment or removal shall be effected by notice in writing signed by the holder or holders of a majority in nominal value of the A Shares.
- (B) The holder or holders of a majority in nominal value of the B Shares as a class shall be entitled to appoint not more than five Directors of the Company (each a "B' Director") and to remove any such Directors and to make all necessary appointments to fill any vacancy howsoever and whensoever arising. Every such appointment or removal shall be effected by notice in writing signed by the holder or holders of a majority in nominal value of the B Shares.
18. A notice of appointment or removal of a Director pursuant to Article 17 shall take effect upon lodgement at the Office or on delivery to a meeting of the Directors or on delivery to the Secretary.
19. If the holder or holders of a majority in nominal value of the 'A' Shares shall not have exercised the power of appointment of an 'A' Director or Directors set out in Article 17(A) then the quorum necessary for the transaction of the business of the Directors shall be at least 2 'B' Directors present in person or by an alternate and any 'B' Directors present will each have one vote. If the said power of appointment has been exercised and the 'A' Director or Directors in question has or have not been subsequently validly removed, then the quorum necessary for transaction of the business of the Director shall be at least one 'A' Director and at least one 'B' Director present in person or by an alternate. At a meeting of the Directors at which at least one 'A' Director and at least one 'B' Director is present, any 'A' Directors present shall in aggregate have such number of votes as shall be equal to the number of 'B' Directors present, and any 'B' Director present shall each have one vote.

20. Not less than seven days' notice in writing of any meeting of the Board of Directors of the Company, or any duly constituted committee thereof, shall be given to all Directors, together with an agenda for such meeting and all relevant papers provided that any Director may waive notice of any meeting either prospectively or retrospectively and if he shall do so it shall be no objection to the validity of such meeting that notice was not given to him. No business may be conducted at any such meeting other than appears in the agenda for such meeting unless all of the Directors (or their alternates) agree otherwise in writing.
21. The Chairman of a Meeting of the Directors shall not be entitled to a casting vote in addition to any other vote he may have.
22. The office of a Director shall be vacated:-
- (a) if he becomes apparently insolvent (or bankrupt in any other jurisdiction) or suspends payment or compounds with his creditors;
 - (b) if he becomes of unsound mind or a patient for the purpose of any statute relating to mental health or otherwise incapacitated as a result of an event referred to in Regulation 81(c);
 - (c) if (not being a Director holding executive office as such for a fixed term) by notice in writing to the Company he resigns his office;
 - (d) if he is prohibited by law from being a Director or ceases to be a Director by virtue of any provision of the Act or any statutory modification or re-enactment thereof; and
 - (e) if he shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period and the Directors resolve that his office be vacated.
23. Provided that a Director declares his interest in a contract or arrangement in the manner provided by Section 317 of the Act, he shall be counted in the quorum of any meeting of Directors at which the same is considered and shall be entitled to vote as a Director in respect thereof.

24. Subject to Article 6, if any Director necessarily performs or renders any special duties or services to the Company outside his ordinary duties as a Director the Directors may pay such Director special remuneration and such special remuneration may be by way of salary, commission, participation in profits or otherwise as may be arranged.
25. Any Director (or his alternate) or member of a committee of the Directors may participate in a Meeting of the Directors or such committee by means of conference telephone, audio visual linkage or other communications equipment whereby all persons participating in the meeting can hear each other in which case participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

THE SEAL

26. Regulation 101 of Table A shall have effect subject to the provisions of Section 36 of the Companies Act 1985.

INDEMNITY

27. Every Director or officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution or discharge 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 which the charge is found not proven or in connection with any application under Section 727 of the Act 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 and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to be incurred by the Company in the execution or discharge of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.
28. Without prejudice to the provisions of Article 26, the Directors shall have power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time Directors, officers, employees or Auditors of the Company, or of any other company which is its holding company or in which the Company or such holding company or any of the predecessors of the Company or of such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which employees of the Company or of any such other company or subsidiary undertaking are interested, including (without prejudice to the

generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company, subsidiary undertaking or pension fund; for the purposes of this Article "holding company" and "subsidiary undertaking" shall have the same meanings as in the Act.

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