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The Companies Acts 1985
A Public Company Limited by Shares

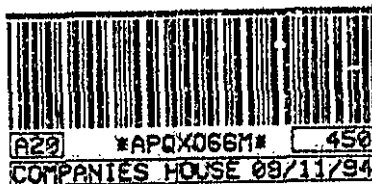
MEMORANDUM OF ASSOCIATION

OF

SOVEREIGN FINANCE PLC

1. The name of the Company is Sovereign Finance plc¹
2. The Company is to be a public company.
3. The registered office of the Company will be situated in England and Wales.
4. The objects for which the Company is established are:-
 - A. (1) To carry on the business of lease management, leasing, contract leasing, hiring contract hiring and renting and dealing in motor cars, aeroplanes, boats, and vehicles of every description, office equipment, furniture, machinery, computers, electrical and electronic equipment and machinery, and machinery, equipment, articles and goods of every description.
 - (2) To carry on the business as bankers, financiers, capitalists, concessionaires, commercial agents, mortgage brokers, financial agents and advisers; to advance and borrow money, negotiate loans and lend money for any purpose or object with or without security, including the lending of money to finance hire purchase agreements, leasing and

¹ By Special Resolution passed on 1 October 1992 the name of the Company was changed from Sovereign Leasing P.L.C. to Sovereign Finance plc



renting agreement in respect of any property or assets and to draw, accept, indorse, buy, sell, discount or otherwise deal in, promissory notes, bills of exchange, debentures, bonds, coupons and other negotiable securities and instruments.

- (3) To carry on business as insurance brokers and agents in respect of all classes of insurance, including aviation and aircraft risks of all kinds, fire, marine, life, accident, burglary, workmen's compensation, indemnity, motor, plate glass, livestock, fidelity and boiler insurance.
 - (4) To carry on business as dealers in stocks, shares, debentures, scrips and other securities issued by any other company or association or any supreme, municipal, local or other authority, whether in Great Britain or any overseas country or place.
 - (5) To enter into, arrange, negotiate, carry on and participate in financial transactions and operations of all kinds and to take steps which may be considered necessary and/or expedient for carrying into effect such transactions and operations including, but without limiting the generality of the foregoing, borrowing and lending money and entering into contracts and arrangements of all kinds.
- (B) To acquire and hold by way of investment either in the name of the Company, or in that of any nominee, all or any part of the share, stocks, debentures, debenture stock or other interests of or in any company wherever incorporated or carrying on business, and to vary all

or any of such investments from time to time as may be considered expedient.

- (C) To acquire any such shares, stocks, debentures, debenture stocks or other interests 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.
- (D) To exercise and enjoy all rights, powers and privileges and fulfil the obligations conferred or imposed by or incident to the ownership of any such shares, stocks, debentures, debenture stocks or other interests.
- (E) To provide managerial, executive, administrative, financial supervisory and consultant services and undertake any duties either for or in relation to or on behalf of any company in which the Company is interested, or generally and in each case, either without remuneration or on such terms as to remuneration as may be agreed, and generally upon such terms may be thought fit.
- (F) Either directly or indirectly (including, but without prejudice to the generality of the foregoing, through the medium of any one or more subsidiary or associated companies) to enter into, carry on, assist or participate in financial, commercial mercantile, industrial and other transactions, undertakings, activities and businesses of every description and generally to do all such things whatsoever as, in the opinion of the Directors of the Company, may be advantageously carried on by the Company or are

calculated directly or indirectly to enhance the value of, or render profitable, any of the Company's property or rights.

- (G) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (H) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (I) To erect, construct, lay down, maintain, enlarge, alter, pull down, remove or replace all such buildings or other works or plant and machinery as may be necessary or convenient for the Company's business, and to contribute to or subsidise the doing of any such things.
- (J) To guarantee, support or secure, whether by personal covenant 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, the performance of the obligations of and the repayment or payment of the principal amounts of,

and premiums, interest and dividends on, any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company (as defined by Section 736 of the Companies Act 1985) or a subsidiary (as defined by the said Section) of the Company or another subsidiary of the Company's holding company or otherwise associated with the Company in business.

(K) To borrow or raise or secure the payment of money for the purpose of or in connection with the Company's business.

(L) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount and for such consideration and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, or any other securities which the Company has power to issue by way of mortgage and also by way of security for the performance of any contracts or obligations of the Company or other persons or corporations having dealings with the Company or in whose business or undertakings the Company is interested, whether directly or indirectly, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(M) To lend, invest and deal with the moneys of the Company upon such securities and in such manner as may from time to time be determined and to advance money or give

credit to such persons and on such terms as may seem expedient.

- (N) To receive money on deposit or loan upon such terms as the Company may approve and to give whether gratuitously or otherwise guarantees or indemnities and whether in respect of its own obligations or those of some other person or company.
- (O) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or of any company which is for the time being the Company's holding company or a subsidiary of the Company or another subsidiary of that holding company (each such expression being defined as aforesaid) or the dependants or connections of any of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions, insurances and other benefits for any such persons as aforesaid, their dependants or connections and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors of the Company, be calculated directly or indirectly to benefit the Company or its officers or employees or the officers or employees of any such holding company or subsidiary as aforesaid and to institute and maintain any club or other establishment or profit sharing or incentive scheme calculated to advance the interest of the Company or its officers or employees or the officers or employees of any such holding company or subsidiary as aforesaid.

- (P) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (Q) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (R) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (S) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock

or securities of or other interests in such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.

- (T) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligation of any such company.
- (U) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of this Company.
- (V) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital may be made except with the sanction (if any) for the time being required by law.
- (W) To pay all or any of the incorporation and other preliminary expenses of the Company.

- (X) To do all or any of the above things in any part of the world either as principals, agents, trustees, nominees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (Y) To do all such other things as are incidental or conducive to the above objects or any of them.

AND IT IS HEREBY declared that the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership, Government or any statutory, municipal or public body, any body corporate, association, syndicate or other body of persons, whether incorporated or unincorporated, and whether domiciled in the United Kingdom or elsewhere, and that the objects specified in each of the paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the order in which the same occur 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.

The liability of the members is limited.

²The Company has power to increase the share capital and to

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- ² 1. The original authorised share capital of the Company was £100,000 divided into 100,000 shares of £1 each.
 - 2. The authorised share capital of the Company was increased to £1,000,000 divided into 1,000,000 Ordinary Shares of £1 each by Special Resolution passed on 21 June 1982.
 - 3. The authorised share capital of the Company was increased to £5,000,000 divided into 5,000,000 Ordinary Shares of £1 each by Ordinary Resolution passed on 28 June 1985.
 - 4. The authorised share capital of the Company was increased to £10,000,000 divided into 10,000,000 Ordinary Shares of £1 each by

divide the shares (whether original or increased) into several

Ordinary Resolution passed on 2 October 1987.

5. Each Ordinary Share of £1 was sub-divided into 10 Ordinary Shares of 10p each by Ordinary Resolution passed on 1 February 1988.

6. By Special Resolution passed on 30 December 1988, 5,500,100 issued Ordinary Shares of 10p each were designated "A" Ordinary Shares of 10p each.

7. By Special Resolution passed on 30 December 1988, 5,500,000 unissued Ordinary Shares of 10p each were designated "A" Ordinary Shares of 10p each.

8. The authorised share capital of the company was increased to £100,000,000 divided into 889,999,000 Ordinary Shares of 10p each and 110,001,000 "A" Ordinary Shares of 10p each by Resolution passed on 1 February 1989.

9. By a unanimous Written Resolution dated 29 June 1990, the share capital of the Company was re-classified into 427,500,000 "A" Shares of 10p each, 427,500,000 "B" Shares of 10p each and 145,000,000 "C" Shares of 10p each.

10. By Special Resolution passed on 6 December 1991, the issued and unissued "A" Shares of 10p each were re-classified as Ordinary Shares of 10p each, the issued and unissued "B" Shares of 10p each were re-classified as Ordinary Shares of 10p each and the "C" Shares of 10p each (all of which were unissued) were re-classified as Ordinary Shares of 10p each, such that the capital of the company was divided into 1,000,000,000 Ordinary Shares of 10p each.

11. The authorised share capital of the Company was increased to £200,000,000 divided into 2,000,000,000 Ordinary Shares of 10p each by Ordinary Resolution passed on 29 June 1992.

12. The capital of Sovereign Finance plc (formerly Sovereign Leasing P.L.C.) was by virtue of a Special Resolution of the Company and with the sanction of an Order of the High Court of Justice dated 20 July 1992 reduced from £100,000,000 divided into 1,000,000,000 Ordinary Shares of 10p each to £49,184,928 divided into 491,849,280 Ordinary Shares of 10p each. At the date of the registration of this Minute 221,849,280 of such shares had been issued and were fully paid up and the remainder were unissued. The capital of Sovereign Finance plc was, by virtue of a Special Resolution of the Company and with the sanction of an Order of the High Court of Justice dated 31 March 1993 reduced from £200,000,000 divided into 2,000,000,000 Ordinary Shares of 10p each to £133,610,577 divided into 1,336,105,770 Ordinary Shares of 10p each. At the date of the registration of this Minute 247,955,060 of such shares had been issued and were fully paid up or were deemed to be fully paid up and the remainder were unissued.

13. The share capital of the Company was, by virtue of a special resolution and with the sanction of an Order of the Court dated 26 October 1994, reduced from £133,610,577 divided into 1,336,105,770 ordinary shares of 10p each to £119,221,577 divided into 1,192,215,770 ordinary shares of 10p each.

classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAME, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS

NUMBER OF SHARES
TAKEN BY EACH
SUBSCRIBER

STEPHEN FREDERICK WALFORD
Epworth House
25/35 City Road
London EC1

ONE

Company Formation Assistant

JOHN REGAN
Epworth House
25/35 City Road
London EC1

ONE

Company Search Assistant

DATED the 24th day of November 1980

WITNESS to the above signatures:

YAP KIM LAN
Epworth House
25/35 City Road
London EC1

Company Formation Assistant

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

SOVEREIGN LEASING PLC

(Adopted by special resolution of the Company
dated 6 December 1991)

PRELIMINARY

1. Subject as otherwise provided in these articles the regulations contained in Table A in the first schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A - F) (Amendment) Regulations 1985 ("Table A") shall constitute the regulations of the Company. In the case of any variation between these articles and the regulations of Table A, the provisions of these articles shall prevail.
2. Regulations 23, 24, 40, 50, 53, 64 to 69 (inclusive), 73 to 76 (inclusive), 81, 84, 87 to 90 (inclusive), 93, 94, 101 and 118 shall not apply to the Company.
3.
 - (1) In regulation 1 of Table A, the words "and in the articles of association adopting the same" shall be inserted after the word "regulations" and the full stop at the end of the regulation shall be deleted and replaced by a semi colon and the following shall be inserted "words importing the singular shall include the plural and vice versa, words importing the masculine shall include the feminine, and words importing persons shall include corporations."
 - (2) In line two of regulation 18 and line one of regulation 72 the word "less" shall be replaced by the word "fewer".
 - (3) In these articles:-

- "the Act" means the Companies Act 1985 as amended by the Companies Act 1989
- "OLB" OLB Holdings (UK) Limited or any person or company for the time being holding shares conferring in aggregate 50% or more of the total voting rights in relation to any ordinary resolution conferred by all the shares in the capital of the Company for the time being in issue.
- "OLB Director" means each and any director for the time being nominated as an OLB Director by OLB or appointed by OLB in accordance with article 25.

SHARE CAPITAL

4. (1) The share capital of the Company at the date of the adoption of these articles is £100,000,000 divided into 1,000,000,000 ordinary shares of 10p each.
- (2) Whenever the share capital is divided into different classes of shares the rights attached to any class of shares may whether or not the Company is being wound up be varied by a resolution of the directors of the Company and with either the consent in writing of the holder

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- ¹ (a) The share capital of the Company was, by virtue of a Special Resolution and with the sanction of an Order of the Court dated 20 July 1992, reduced from £100,000,000 divided into 1,000,000,000 ordinary shares of 10p each to £49,184,928 divided into 491,849,250 ordinary shares of 10p each.
- (b) The authorised share capital of the Company was increased to £200,000,000 divided into 2,000,000,000 ordinary shares of 10p each by Ordinary Resolution passed on 29 June 1992.
- (c) The share capital of the Company was, by virtue of a Special Resolution and with the sanction of an Order of the Court dated 31 March 1993, reduced from £200,000,000 divided into 2,000,000,000 ordinary shares of 10p each to £133,610,577 divided into 1,336,105,770 ordinary shares of 10p each.
- (d) The share capital of the Company was, by virtue of a special resolution and with the sanction of an Order of the Court dated 26 October 1994, reduced from £133,610,577 divided into 1,336,105,770 ordinary shares of 10p each to £119,221,577 divided into 1,192,215,770 of 10p each.

or holders of not fewer than 75% nominal value of the issued shares of the class or with the sanction of an extraordinary resolution passed at a separate meeting of the holders of the shares of the class but not otherwise.

- (3) To every such separate meeting aforesaid all provisions applicable to general meetings of the Company or to the proceedings thereat shall mutatis mutandis apply except that the necessary quorum shall be one person holding or representing by proxy at least one-third in nominal value of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as defined is not present the member or members 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 such holders shall on a poll have one vote in respect of every share of such class held by them respectively.

SHARES

5. (1) Subject to the provisions of these articles, the directors shall have authority to exercise any power of the Company to offer, allot or otherwise dispose of any shares in the Company, or any relevant securities, up to the authorised share capital of the Company as at the date of adoption of these articles, to such persons, at such times and generally on such terms and conditions as the directors think proper provided that such authority shall only apply insofar as the Company in general meeting shall not have varied, renewed or revoked the same and provided that such authority to allot shares in the Company or any relevant securities may only be exercised within five years commencing upon the date of the adoption of these articles.
- (2) Any offer or agreement in respect of relevant securities, which is made prior to the expiration of such authority and in all other respects within the terms of such authority, shall be authorised to be made, notwithstanding that such offer or agreement would or might require relevant securities to be allotted after the expiration of such authority and, accordingly, the directors may at any time allot any relevant securities in pursuance of such offer or agreement.

- (3) The authority conferred upon the directors to allot relevant securities may at any time, by ordinary resolution of the Company in general meeting, be revoked, varied or renewed (whether or not it has been previously renewed under these articles) for a further period not exceeding five years.
6. (1) Sections 89(1) and 90(1) to (6) inclusive of the Act shall not apply to any allotment of equity securities by the Company. The shares comprised in the initial allotment by the Company shall be at the disposal of the directors as they think proper but, unless otherwise determined by special resolution of the Company in general meeting, any equity securities shall, before they are allotted on any terms to any person, be first offered on the same or more favourable terms to each person who holds shares in the Company in the proportion which is, as nearly as practicable, equal to the proportion in nominal value held by him of the aggregate of such shares in issue.
- (2) Such offer shall be made by notice in writing specifying the number of shares offered and the period, being not fewer than twenty-one days, within which the offer, if not accepted, will be deemed to have been declined. After the expiration of such period, or on receipt of notice of the acceptance or refusal of every offer so made, the directors may, subject to these articles, dispose of such securities as have not been taken up in such manner as they think proper.

RENOUNCEABLE ALLOTMENT LETTERS

7. Where any renounceable allotment letters or other renounceable documents are issued by the Company in respect of the issue or offer of any shares, the directors may at their discretion impose such restrictions as they may think fit upon the right of any allottee or other person to whom the offer is made to renounce the shares so allotted or offered.

LIEN

8. In regulation 8 of Table A the words and brackets "(not being a fully paid share)" shall be omitted.

TRANSFER OF SHARES

9. No share or any interest therein shall be transferred to any person otherwise than in accordance with the subsequent provisions of these articles.
10. The instrument of transfer of any fully paid shares shall be executed by or on behalf of the transferor, but need not be executed by or on behalf of the transferee. The transferor shall be deemed to remain the holder of the shares until the name of the transferee is entered in the register of members of the Company in respect thereof. In the case of a partly paid share, the instrument of transfer must also be executed by or on behalf of the transferee.
11. No shares may be transferred to any infant, bankrupt or person of unsound mind.
12. The directors may, in their absolute discretion and without assigning any reason for their action, decline to register the transfer of a share, whether or not it is a fully paid share, and regulation 24 shall be amended accordingly.

GENERAL MEETINGS

13. If there are not within the United Kingdom sufficient directors to call a general meeting, a general meeting may be called by any member or members holding in aggregate not less than one tenth of such of the paid-up capital of the Company as then carries the right of voting at the general meetings of the Company or, as the case may be, by any director. The last sentence of regulation 37 shall not apply.

NOTICE OF GENERAL MEETING

14. An extraordinary general meeting called for the passing of a resolution appointing or reappointing a person as a director shall be called by at least fourteen clear days' notice or such shorter notice as may be agreed as provided in regulation 38. The requirement in regulation 38. The requirement in regulation 38 for at least twenty-one clear days' notice in the case of an appointment shall not apply.

PROCEEDINGS AT GENERAL MEETINGS

15. (1) (a) No business shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the business and also

when such business shall be voted upon. Two or more members present (or deemed to be present) in person or by proxy shall be a quorum for all purposes.

- (b) If a quorum is not present at any such adjourned meeting as is referred to in regulation 41, then, provided that the member present holds not fewer than 75% of the shares of the Company in issue, any resolution agreed to by such member shall be as valid and effectual as if it had been passed unanimously at a general meeting of the Company duly convened and held.
- (2) A poll may be demanded at any general meeting by the chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 shall be altered accordingly.
- (3) Every notice convening a general meeting shall comply with the provisions of section 372(3) of the Act as to giving information to members in respect of their right to appoint proxies. Notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditors for the time being of the Company.
- 16. (a) 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 determination 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.
- (b) If at any general meeting any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it is pointed out at the same meeting, and not in that case unless it shall, in the opinion of the chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting.
- 17. Any member or member's proxy may participate in a general meeting or a meeting of a class of members of the Company by means of conference telephones or similar communication equipment whereby all those participating in the meeting can hear and address each other. Participation shall be deemed to constitute

presence in person (or by proxy if appropriate) at such meeting. A meeting held by such means shall be deemed to take place where the largest group of participators in number is assembled. In the absence of such a majority the location of the chairman shall be deemed to be the place of the meeting.

MEMBERS' RESOLUTIONS

18. Subject to the provisions of the Act, a resolution in writing of all the members of the Company who at the date of such resolution were entitled to receive notice of and to attend and vote at general meetings shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution may consist of one or more documents (including a telex, facsimile, cable or telegram) each signed by or on behalf of or otherwise emanating from one or more of such members. Any such signature may be given personally or by a duly appointed attorney or in the case of a body corporate by an officer or by its duly authorised corporate representative.

DIRECTORS

19. Unless otherwise determined by ordinary resolution the number of directors (other than alternate directors) shall not be subject to any maximum but shall be not fewer than two (of which at least one shall be an OLB Director) Regulation 64 shall not apply.
20. Any adult person may be appointed or elected as a director whatever may be his age, and no director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

BORROWING POWERS

21. The directors may exercise all the powers of the Company to borrow or raise money without limit as to amount and upon such terms and in such manner as they think fit and to grant any mortgage or charge over its undertaking, property and uncalled capital, or any part thereof and subject in the case of any security convertible into shares to section 80 of the Act to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

DIRECTORS' INTERESTS

22. (1) A director who is in any way interested in a contract or a proposed contract with the Company (whether directly or indirectly) must declare the nature of his interest at any meeting of the directors of a committee of the directors at which such contract or proposed contract is to be discussed, or by notice to the Company in accordance with the provisions of the Act. Having made such disclosure a director shall be entitled to vote in respect of such contract or proposed contract in which he is interested and shall also be counted in reckoning whether a quorum is present or deemed to be present at the meeting of the directors or, if relevant, the committee of the directors.
- (2) A director may, notwithstanding his office, hold and be remunerated in respect of any office or place of profit held in the Company provided that he has previously complied with all requirements of the Act relating to disclosure of interests, and he or any firm, company, or other body in which he has an interest may act in a professional capacity for the Company and be remunerated for such work and shall not by reason of his office be accountable to the Company for any benefit which he derives from any such office or place of profit. Regulation 85 shall be modified accordingly.
- (3) For the purposes of regulation 85 (as modified by articles 22(1) and (2)) a director shall be considered to be interested in any contract, transaction or arrangement (if he would not otherwise be so interested) in which he is treated as interested for the purposes of section 317 of the Act. In the case of any transaction or arrangement with the Company in which the director is interested before it is made or entered into, a general notice given by a director and which otherwise complies with regulation 86(a) shall not be a disclosure as provided therein unless it relates to a specified company or firm or other body in which he is interested or to a specified person who is connected with the director within the meaning of section 346 of the Act. Regulation 86 shall be modified accordingly.

DISQUALIFICATION OF DIRECTORS

23. The office of a director shall be vacated immediately:-
- (1) If (not being precluded from so doing by the terms of any contract with the Company) by notice in writing to the Company he resigns the office of director; or
 - (2) If he becomes bankrupt or insolvent or enters into any arrangement with his creditors; or
 - (3) If he becomes of unsound mind; or
 - (4) If he is removed from office by a resolution duly passed pursuant to section 303 of the Act; or
 - (5) If he is prohibited from being a director by an order made under the Company Directors Disqualification Act 1986.

ROTATION OF DIRECTORS

24. The directors shall not be liable to retirement by rotation and accordingly the words "and may also determine the rotation in which any additional directors are to retire" in regulation 78 and the second and third sentences in regulation 79 shall not apply to the Company.

MEMBERS' APPOINTMENTS

25. A member or members having the right to attend and vote at any general meeting of the Company and holding 75% in nominal value of the shares giving that right may from time to time by notice in writing left at or sent to the registered office of the Company remove any director from office or appoint any person to be a director, and any such removal or appointment shall be deemed to be an act of the Company and not only of such member or members. Any such notice shall be effective on delivery and may consist of one or more documents (including a telex, facsimile, cable or telegram) each signed by or on behalf of or otherwise emanating from such member or members.

PROCEEDINGS OF DIRECTORS

26. (1) The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Unless the majority of the OLB Directors for the time being

decide otherwise, no fewer than 3 days prior notice of the time and place of each meeting of directors shall be given to each director.

- (2) A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors. Notice of every meeting of the directors shall be given to every director, but the non-receipt of notice by any director shall not invalidate the proceedings at any meeting of the directors.
 - (3) The quorum necessary for the transaction of the business of the directors at all board meetings and at all meetings of any committee of the board shall be two or more directors (including at least one OLB Director or his alternate). The chairman shall not have a second or casting vote at meetings of the board or of any committee thereof.
 - (4) Questions arising at a meeting shall be decided by a majority of votes and, subject to article 26(5) below, each director shall have one vote.
 - (5) At all meetings of the board and of any committee of the board the OLB Director or the OLB Directors present in person or by his or their alternates and, being a majority of all the OLB Directors so present and voting, voting in the same way on any resolution shall have the same number of votes in aggregate as all the other directors present in person or by their alternates and voting (including any OLB Director not forming part of the majority of OLB Directors as aforesaid) plus one additional vote.
 - (6) The Chairman of all board meetings and of all meetings of any committee of the board shall at all times be an OLB Director or his alternate and shall have the right to adjourn any such meeting to such time and such place as he may in his absolute discretion think fit.
27. (1) A resolution in writing signed by all the directors for the time being entitled to receive notice of meetings of directors shall be as valid and effective as if it had been passed at a meeting of the directors duly convened and held, and may consist of several documents (including a telex, facsimile, cable or telegram) in a like form each signed by one or

more of the directors.

- (2) Any director or member of a committee of the board of directors may participate in a meeting of directors or such committee (as the case may be) by means of a conference telephone or similar communications system 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 for all purposes including that of establishing a quorum. A meeting held by such means shall be deemed to take place where the largest group of participators in number is assembled. In the absence of such a majority the location of the chairman shall be deemed to be the place of the meeting.
- (3) All directors whether or not absent from the United Kingdom shall be entitled to receive notice of meetings of the directors. Regulation 88 shall be modified accordingly.
28. Any meetings of a committee appointed under regulation 72 of Table A shall be governed mutatis mutandis by articles 26, 27 and 28 of these articles.

SECRETARY

29. The secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them. The directors may from time to time by resolution appoint one or more joint, assistant or deputy secretaries to exercise the function of the secretary. Regulation 99 shall be modified accordingly.

MANAGING OR EXECUTIVE DIRECTORS

30. (1) The directors may from time to time appoint one or more of their number to an executive office (including that of managing director, manager or any other salaried office) for such period and upon such terms as they think fit and, subject to the provisions of any agreement entered into in any particular case, may revoke such appointment. A director so appointed to an executive office shall (without being entitled to make any claim for damages for breach of any contract of service or claim for compensation between him and the Company) ipso facto cease to

hold that office (unless otherwise agreed between himself and the Company), if he ceases from any cause to be a director.

- (2) The managing director, manager or other executive officer as aforesaid shall receive such remuneration whether by way of salary, commission or participation in profits or otherwise (either in addition to or in lieu of his remuneration as a director) as the directors may from time to time determine.
- (3) The directors may entrust to and confer upon a managing director, manager or other executive officer as aforesaid any of the powers exercisable by them upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time withdraw, alter or vary all or any of such powers.

ALTERNATE DIRECTORS

- 31. (1) Any director may at any time appoint another director or any other person approved in advance by the board of directors to be his alternative director and may at any time terminate such appointment. Any such appointment or removal shall be by written notice, letter, telegram or telex message or other form of visible communication from the director to the Company and subject to approval as aforesaid shall be effective upon delivery at the registered office of the Company or at a meeting of the directors.
- (2) Any person appointed as an alternate director shall vacate his office as such alternate director if and when the director by whom he has been appointed vacates his office as director otherwise than by retirement and re-election at the same meeting and upon the happening of any event which, if he were a director would cause him to vacate such office.
- (3) An alternate director shall be entitled to receive notices of meetings of the directors and shall be entitled to attend and vote as a director at any such meeting at which the director appointing him is not personally present and generally at such meeting to perform all functions of his appointor as a director and for the purposes of the proceedings at such

meeting the provisions of these articles shall apply as if he were a director. If an alternate director is himself a director, he shall be entitled in such circumstances as aforesaid to exercise the vote or votes of the director or directors for whom he is an alternate in addition to his own vote. If an alternate director's appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill-health or disability, the alternate director's signature to any resolution in writing of the directors shall be as effective as the signature of his appointor. To such extent as the directors may from time to time determine in relation to any committee of the directors the foregoing sentence shall also apply mutatis mutandis to any meeting of any such committee of which his appointor is a member. An alternate director as such shall not (save as aforesaid) have power to act as a director nor shall he be deemed to be a director for the purposes of these articles.

- (4) Any alternate director shall be entitled to contract and be interested in and benefit from contracts or arrangements and 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 his appointor as such appointor may by notice in writing to the Company from time to time direct.

PENSIONS AND ALLOWANCES

32. The directors may establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is a holding company or a subsidiary of the Company or is allied to or associated with the Company or with any such holding company or subsidiary, or who may be or have been directors or officers of the Company, or of any such other company as aforesaid, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested, and the wives, widows, families, relations

and dependants of any such persons, and establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, subject always, if so required by law, to particulars with respect to the proposed payment being approved by the Company, and a director shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

THE SEAL

33. (1) If the Company has a seal it shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any document to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or a second director. The obligation under regulation 6 relating to the sealing of share certificates shall only apply if the Company has a seal.
- (2) The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors.
- (3) The Company may dispense with the need for a company seal insofar as permitted by the Act.

NOTICE

34. In regulation 112 of Table A, the words "first class" shall be inserted immediately following the words "or by sending it by".

WINDING UP

35. In regulation 117, the words "with the like sanction" shall be inserted immediately before the words "determine how the division".

INDEMNITY

36. Every director or other 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 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 judgment is given in his favour or in which he is acquitted or in connection with any application under sections 144 or 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.