



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number

131773

The Registrar of Companies for Scotland hereby certifies that

PACIFIC SHELF 406 LIMITED

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

Given at Companies House, Edinburgh, the

13 MAY 1991

Registrar of Companies



G

12

**Statutory Declaration of compliance
with requirements on application
for registration of a company**

Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

To the Registrar of Companies

For official use

For official use

Please complete
legibly, preferably
in black type, or
bold block lettering

[] [] [] []

131773

Name of company

* insert full
name of Company

*
PACIFIC SHELF 406 LIMITED

I, **ANDREW COCKBURN, signing on behalf**

of **MD DIRECTORS LIMITED**

24 Great King Street

EDINBURGH EH3 6QN

† 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(2)† and that all the requirements of the above Act 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 provisions of the Statutory Declarations Act 1835

Declared at **11, SHIP STREET**

Declarant to sign below

BRECON,

POWYS

3rd May 1991

before me

[Signature]

[Signature]

Solicitor having the powers conferred on a Commissioner for Oaths.

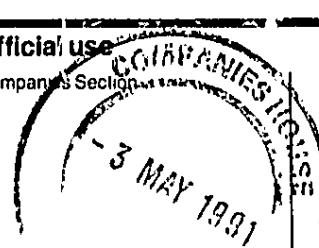
Presentor's name, address and
reference (if any):

**Oswalds of Edinburgh Ltd
Registration Agents
24 Great King Street
EDINBURGH
EH3 6QN**

For official use

New Companies Section

Post room



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

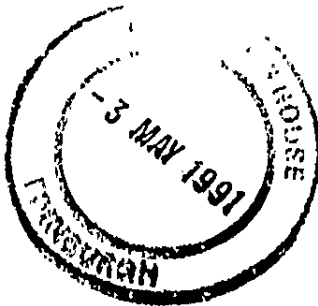
MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

PACIFIC SHELF 406 LIMITED



Oswalds of Edinburgh Limited
24 Great King Street, Edinburgh
EH3 6QN
70 Wellington Street
Glasgow G2 6SB

Oswalds of Edinburgh Limited
24 Great King Street, Edinburgh
EH3 6QN

THE COMPANIES ACT 1985

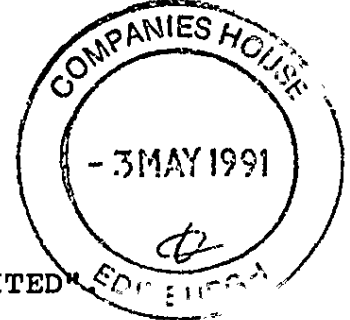
131773

COMPANY LIMITED BY SHARES

PAID

MEMORANDUM OF ASSOCIATION OF

PACIFIC SHELF 406 LIMITED



1. The Company's name is "PACIFIC SHELF 406 LIMITED"
2. The Company's registered office is to be situated in Scotland.
3. The Company's objects are:-

(1) To carry on for profit, directly or indirectly, whether by itself or through subsidiary, associated or allied companies or firms in the United Kingdom or elsewhere in all or any of its branches any business, undertaking, project or enterprise of any description whether of a private or public character and all or any trades, processes and activities connected therewith or ancillary or complementary thereto;

(2) To carry on any other trade, business or profession which may seem to the Company capable of being conveniently carried on in connection with the above or calculated, directly or indirectly, to benefit or to enhance the value of or render profitable any of the property, assets, rights or interests of the Company or any subsidiary associated or allied company or person;

(3) To purchase, feu, lease, hire or otherwise acquire any lands, houses, buildings, offices, plant and machinery and other heritable or moveable, real or personal property and any rights or privileges necessary or convenient for the purposes of the Company or any subsidiary, associated or allied company or person and to erect, construct, lay down, enlarge, alter and maintain any heritable and/or freehold and/or leasehold property necessary or convenient for the business of the Company or any subsidiary, associated or allied company or person;

(4) To borrow or raise money or secure the payment of money or the observance of obligations in such manner as the Directors shall think fit and for such purposes to mortgage or otherwise charge, by way of standard security or floating charge or otherwise, the undertaking and all or any of the Company's property, both present and future, including its uncalled capital, and to create, issue, make, draw, accept and negotiate perpetual or redeemable debentures or debenture stock, bonds or other obligations, bills of exchange, promissory notes or other negotiable instruments;

(5) To lend or advance money or give credit to such persons and companies and on such terms as may be thought fit and to guarantee and/or give security for the payment of money by, or the performance of obligations of any kind (including without prejudice to the

generality hereof the payment or repayment of principal, interest, dividends and premiums on, and any other monies due in respect of, any stocks, shares, debentures, debenture stock or other securities or borrowings) by, the Company or by any other person or company, including any company which shall at the time be the holding company of the Company or another subsidiary of such holding company or a subsidiary of the Company (all as defined by Section 736 of the Companies Act 1985 and any statutory amendment or re-enactment thereof) or any company associated with the Company in business or by reason of common shareholdings or otherwise;

(6) To invest and deal with the funds of the Company not immediately required in such investments or upon such securities and in such manner as may be from time to time determined and from time to time to vary any such investments and to acquire and hold shares, stocks, debentures, debenture stocks, bonds, securities, obligations or other investments, rights or interests of or in any company or companies or public, local or regional authority or body in the United Kingdom or elsewhere and to co-ordinate, finance and manage all or part of the business and operations of any such company;

(7) To apply for, purchase or otherwise acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire;

(8) To acquire all or any part of the undertaking, property, business or assets of any person or company possessed of property suitable for any of the purposes of the Company or carrying on or proposing to carry on any business which the Company is authorised to carry on and, as part of the consideration for such acquisition, to undertake all or any of the liabilities of such person or company or to acquire an interest in, amalgamate or enter into partnership or joint adventures or arrangements regarding the sharing of profits, union of interests or co-operation, either in whole or in part, with any such person or company and to give or accept, by way of consideration for any of such acts or things or for any property acquired, any shares, stock, debentures, debenture stock or securities that may be agreed upon and to hold as investments of the Company or otherwise deal with as may be considered fit any shares, stock, debentures, debenture stock or securities so received;

(9) To promote or establish or concur in promoting or establishing any other company for the purpose of purchasing or taking over all or any of the properties, rights and liabilities of the Company or carrying on any business or operations which the Company is authorised to carry on or for any other purpose which may, directly or indirectly, benefit or advance the objects or interests of the Company and to acquire and hold as investments of the Company or otherwise deal with as may be considered fit any shares, stock, debentures, debenture stock or securities of any such company;

(10) To amalgamate or enter into partnership or joint adventure with any person or company carrying on any business or having any objects similar to any of the businesses or objects of the Company or which may, directly or indirectly, benefit or advance the objects or interests of the Company and to make and carry into effect arrangements regarding the provision of services, the purchase or sale of commodities and the prices thereof, the employment, regulation and remuneration of employees and the sharing of profits, union of interests or co-operation, either in whole or in part, with any such person or company and that in such manner and on such terms and conditions as may be considered to be for the benefit of the Company;

(11) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time in the employment or service of, or shall have rendered services of any kind to, the Company or any company which is the holding company or a subsidiary of the Company or such holding company or is allied to or associated with the Company or with any such holding company or subsidiary or which was a predecessor in business of the Company or of any such other company as aforesaid or who are or were at any time directors or officers of the Company or of any such other company as aforesaid or any person in whose welfare the Company or any such other company as aforesaid is or has been at any time interested and to or for the benefit of the wives, widows, families and dependants of any such persons to establish and subsidise or subscribe to any institutions, associations, 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, to make payments for or towards the insurance of any such persons as aforesaid and to subscribe or guarantee money for any charitable or benevolent objects or for any exhibition or for any public, general or useful object and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid Provided that without the previous sanction of an Ordinary Resolution of the Company the foregoing power shall not be exercised in favour of any person who is or was a director of the Company or of any such other company as aforesaid but who does not hold or has not held any salaried employment or office in the Company or in any such other company as aforesaid or in favour of the wife, widow, family or dependants of any such person;

(12) To sell or otherwise dispose of the whole or any part of the undertaking, property and assets of the Company either together or in portions for such consideration as the Company may think fit and in particular for shares, debentures, debenture stock or securities of any company purchasing the same;

(13) Subject to the provisions of the Companies Act 1985 and any statutory amendment or re-enactment thereof to purchase its own shares (including any redeemable shares) and, provided it remains as a private company, to make a payment in respect of the redemption or purchase of its own shares otherwise than out of the distributable profits of the Company or the proceeds of a fresh issue of shares;

(14) To give financial assistance within the meaning of Section 152 of the Companies Act 1985 and any statutory amendment or re-enactment thereof in connection with any acquisition or proposed acquisition of shares in the Company to such person or persons and on such terms as the directors may think fit;

(15) To do all or any of the above things in any part of the world and either as principals, agents or contractors or by or through agencies or otherwise and either alone or in conjunction with another or others; and

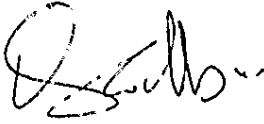
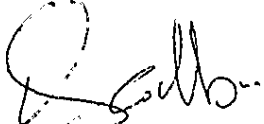
(16) To do all things incidental or conducive to the attainment of the foregoing objects or any of them.

And it is hereby declared that in this Memorandum words denoting the singular number only shall include the plural number and vice versa; that the word "company" except where used in reference to the Company shall be deemed to include any partnership or other body of persons whether incorporated or unincorporated and whether domiciled in Great Britain or elsewhere; that any word or expression defined in the Companies Act 1985 and any statutory modification or re-enactment thereof shall, if not inconsistent with the subjects or context, bear the same meaning in this Memorandum; and that the objects specified in each of the paragraphs of this clause shall be regarded as independent objects and accordingly shall be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the Members is limited.

5. The Company's share capital is £1,000 divided into 1,000 shares of £1 each.

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

Names and addresses of Subscribers	Number of shares taken by each Subscriber
 1. MD Directors Limited, Pacific House, 70 Wellington Street, Glasgow. G2 6SB	- One
 2. MD Secretaries Limited, Pacific House, Street, 70 Wellington Street, Glasgow. G2 6SB	- One
Total shares taken	- Two

Dated this 3rd day of May 1991

Witness to the above Signatures:- Karen Ramsay,
24 Great King Street,
Edinburgh.

Company Registration Agent.

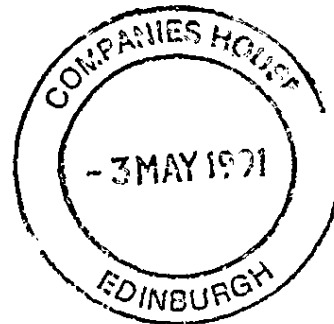
K. Ramsay

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

PACIFIC SHELF 406 LIMITED



PRELIMINARY:

1. Subject to the provisions hereinafter contained, the Regulations contained in Table A in the Schedule to 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") so far as not excluded, altered or modified by or inconsistent with the following Articles shall apply to the Company and be deemed to be incorporated herein.

2. Regulations 3, 5, 12, 24, 35, 53, 54, 64, 73 to 75 inclusive, 80, 87 and 94 to 96 inclusive of Table A shall not apply to the Company and the following Regulations thereof shall be modified:-

Regulation 42 so that the words "the directors present" shall be held to be delete and the words "the persons present, each being a member or a proxy for a member or a duly authorised representative of a corporate member of the Company" shall be inserted in lieu thereof;

Regulation 46 so that paragraphs (a) to (d) inclusive shall be held to be delete and the words "by the chairman or by any person present entitled to vote upon the business to be transacted, being a member or a proxy for a member or a duly authorised representative of a corporate member of the Company," shall be inserted in lieu thereof;

Regulation 66 so that the words "(subject to his giving the Company an address within the United Kingdom at which notice may be served upon him)" shall be inserted between the words "shall" and "B";

Regulation 76 so that the words "other than a director retiring by rotation shall be held to be delete and the words "reappointed" and "reappointment" shall be held to be delete each time they appear;

Regulation 77 so that the words "(other than a director retiring by rotation at the meeting)" shall be held to be delete, the words "or reappointment" shall be held to be delete both times they appear and the words "or reappointed" shall be held to be delete;

Regulation 79 so that the second and third sentences thereof shall be held to be delete;

Regulation 82 so that the words "by way of Directors' fees" shall be inserted between the words "remuneration" and "as";

Regulation 84 so that the words "Unless the contrary shall be provided in the terms of his appointment" shall be added to the beginning of the third sentence thereof;

Regulation 115 so that the figure "48" shall be held to be delete and the figure "24" inserted in lieu thereof.

Unless otherwise required by the context of the Articles and Table A, in so far as not excluded and as modified in terms of this Article, words importing the singular number shall include the plural and vice versa and words importing the masculine gender shall include the feminine.

3. The Company is a private company as defined by Section 1 of the Act and accordingly any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company or any allotment of or agreement to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of these shares or debentures being offered for sale to the public shall be prohibited.

SHARE CAPITAL

4. The Directors are authorised generally for the purpose of Section 80 of the Act to allot and issue such number of relevant securities and on such terms and conditions as they may in their discretion think fit subject always to the following conditions and the other provisions of the Articles:-

(a) the maximum amount of relevant securities to be allotted in pursuance of this authority shall be the unissued shares in the capital of the Company for the time being; and

(b) this authority shall expire, unless sooner revoked or altered by the Company in general meeting, on the expiry of the period of five years from the date of incorporation of the Company provided that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

5. Section 89(1) of the Act shall not apply to any allotment of shares in the Company made in accordance with the authority given under Article 4.

6. Subject to the provisions of the Act and the Articles, the Directors may issue shares which are to be redeemed or are to be liable to be redeemed at the option of the Company or the holder.

7. Subject to the provisions of the Act, the Company may purchase its own shares (including any redeemable shares) and, provided it remains a private company, the Company may make a payment in respect of the redemption or purchase of its own shares otherwise than out of the distributable profits of the Company or the proceeds of a fresh issue of shares.

8. The Company shall be entitled, but shall not be bound, to recognise in such manner and to such extent as it may think fit any trusts in respect of any of the shares of the Company. Notwithstanding any such recognition the Company shall not be bound to see to the execution, administration or observance of any trust,

whether express, implied or constructive, in respect of any shares of the Company and shall be entitled to recognise and give effect to the acts and deeds of the registered holders of such shares as if they were the absolute owners thereof. For the purpose of this Article "trust" includes any right in respect of any shares of the Company other than an absolute right thereto in the registered holder thereof for the time being or such other rights in case of transmission thereof as are mentioned in Table A.

9. The Directors may from time to time (subject to any terms upon which any shares may have been issued) make calls on such terms as they may think fit upon the members in respect of all or any moneys unpaid on their shares and each member shall be liable to pay the calls so made and any money payable on any share under the terms of allotment thereof to the persons and at the time and places appointed by the Directors. A call may be required to be paid by instalments. A call may be revoked in whole or in part or its payment postponed in whole or in part by the Directors. A person upon whom a call is made shall remain liable for calls made upon him notwithstanding the subsequent transfer of the shares in respect whereof the call was made.

ISSUE OF SHARES

10. Except with the consent in writing of all the members of the Company any shares in the Company which are for the time being unissued shall, before issue, be offered by the Directors in the first instance to all members of the Company holding shares of the same class at the date of the offer and thereafter to members then holding shares of every other class and that in each case in proportion as nearly as may be to the aggregate amounts paid up or credited as paid up on the shares of the class or classes held by such members respectively. Every such offer shall be in writing, shall state the number of the shares to be issued and the terms of issue and shall be subject to the conditions, which shall be incorporated in such offer (a) that any acceptance thereof (which may be as regards all or any of the shares offered) shall be in writing and be delivered to the office within a period of fourteen days from the date of service of such offer, (b) that in the event of the aggregate number of shares accepted exceeding the number of shares included in such offer the members accepting shall be entitled to receive and bound to accept an allocation of either the number of shares accepted by them respectively or a proportionate number of the shares offered according to the amounts paid up or credited as paid up on the shares of the class or classes carrying the right to such offer as aforesaid then held by them respectively whichever number be less and (c) that any members to whom such offer shall have been made and whose requirements shall not have been fully met by such allocation shall further be entitled to receive and bound to accept an allocation among them of any surplus shares in proportion as nearly as may be to the number of shares accepted by them respectively in excess of the number of shares to which they may respectively be entitled on the first allocation thereof as aforesaid. In so far as any such offer shall not be accepted the Directors may within three months after the date of the offer thereof in terms of this Article dispose of such shares to such person or persons as they may think fit but only upon the same terms as were specified in such offer.

TRANSFER OF SHARES

11. 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, to a person of whom they do not approve and they may refuse to register the transfer of a share, whether or not it is a fully paid share, on which the Company has a lien. They may also refuse to register a transfer unless

(a) it is lodged at the office or at such other place as the Directors may appoint and is accompanied by the certificate or certificates for the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer;

(b) it is in respect of only one class of shares; and

(c) it is in favour of not more than four transferees.

VOTES OF MEMBERS

12. At a General Meeting of the Company every person present, whether as an individual member of the Company or as a duly authorised representative of a corporate member of the Company or as a proxy for a member of the Company, shall have one vote on a show of hands and upon a poll every member present, whether in person or by a duly authorised representative or by proxy, shall have one vote for each fully paid share of whatever class in the capital of the Company of which he is the holder.

RESOLUTION OF MEMBERS

13. Subject to the provisions of the Act, a resolution in writing signed by or on behalf of all the members who would have been entitled to vote upon it if it had been proposed at a General Meeting of the Company shall be as effective for all purposes as if the same had been duly passed at a General Meeting of the Company duly convened and held and may consist of several documents in the like form each signed by or on behalf of one or more members.

DIRECTORS

14. Unless otherwise determined by Ordinary Resolution the number of the Directors of the Company (other than alternate Directors) shall not be subject to any minimum or maximum. In the event of there being a sole Director the Articles of Association of the Company shall be construed accordingly. The first Director or Directors of the Company shall be the person or persons named in the Statement of first Directors filed with the Registrar of Companies pursuant to Section 10 of the Act.

15. Any person of 18 years of age or greater age without limitation may be appointed a Director of the Company and no Director of the Company shall be required to vacate office at any time by reason of his age.

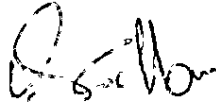
16. A Director may hold any other office or place of profit under the Company (except that of Auditor) in conjunction with his office of Director, and may act in a professional capacity to the Company, on such terms as to remuneration and otherwise as the Directors shall agree.

17. The Directors may exercise the voting power conferred by the shares in any other company held or owned by the Company in such manner and in all respects as they think fit, including the exercise thereof in favour of any resolution appointing them or any of their number directors or officers of such other company or voting or providing for the payment of remuneration to the directors or officers of such other company.

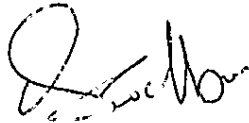
18. A Director may as a Director vote and be counted as one of a quorum upon a motion in respect of any contract, matter or arrangement which he shall make with the Company or in which he shall be in any way interested provided that he shall first have disclosed the nature of his interest to the Directors.

19. The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time in the employment or service of, or shall have rendered services of any kind to, the Company or any company which is the holding company or a subsidiary of the Company or such holding company or is allied to or associated with the Company or with any such holding company or subsidiary or which was a predecessor in business of the Company or of any such other company as aforesaid or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid or any person in whose welfare the Company or any such other company as aforesaid is or has been at any time interested and to or for the benefit of the wives, widows, families and dependants of any such persons, to establish and subsidise or subscribe to any institutions, associations, 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, to make payments for or towards the insurance of any such persons as aforesaid and to subscribe or guarantee money for any charitable or benevolent objects or for any exhibition or for any public, general or useful object and may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid; Provided that the Directors shall not be entitled without the previous sanction of an Ordinary Resolution of the Company to exercise the powers conferred by this Article in favour of any person who is or was a Director of the Company or of any such other company as aforesaid but who does not hold or has not held any salaried employment or office in the Company or in any such other company as aforesaid or in favour of the wife, widow, family or dependants of any such person.

Names and addresses of subscribers



1. MD Directors Limited,
Pacific House,
70 Wellington Street,
Glasgow.
G2 6SB



2. MD Secretaries Limited
Pacific House,
70 Wellington Street,
Glasgow.
G2 6SB

Dated this 3rd day of May 1991

Witness to the above Signatures:- Karen Ramsay,
24 Great King Street,
Edinburgh.

Company Registration Agent.

K. Ramsay

Printed and supplied by

Jordan

Jordan & Sons Limited

21 St Thomas Street, Bristol BS1 6JS
Tel 0272 230600 Telex 449119

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Statement of first directors and secretary and intended situation of registered office

This form should be completed in black.

Company name (in full)

CN

131773

For official use

PACIFIC SHELF 406 LIMITED

Registered office of the company on
incorporation.

RO

24 GREAT KING STREET

Post town EDINBURGH

County/Region

Postcode EH3 6QN

If the memorandum is delivered by an
agent for the subscribers of the
memorandum mark 'X' in the box
opposite and give the agent's name
and address.

☐

RA

Name OSWALDS OF EDINBURGH LIMITED

24 GREAT KING STREET

Post town EDINBURGH

County/Region

Postcode EH3 6QN

Number of continuation sheets attached

☐

To whom should Companies House
direct any enquiries about the
information shown in this form?

OSWALDS OF EDINBURGH LIMITED

24 GREAT KING STREET

EDINBURGH

Postcode EH3 6QN

Telephone

Extension

Company Secretary (See notes 1 - 5)

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature**CS** MD SECRETARIES LIMITED**AD**

PACIFIC HOUSE

70 WELLINGTON STREET

Post town

GLASGOW

County/Region

Postcode G2 6SB

Country

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

Signed

Date 3rd May 1991

Directors (See notes 1 - 5)*Please list directors in alphabetical order.*

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature**CD**

MD DIRECTORS LIMITED

AD

PACIFIC HOUSE

70 WELLINGTON STREET

Post town

GLASGOW

County/Region

Postcode G2 6SB

Country

DO 03 06 87Nationality **NA** SCOTTISH**OC**

REGISTERED LIMITED COMPANY

OD

NONE

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

Signed

Date 3rd May 1991

(See notes 1 & 5)

Address

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

CD

AD

Post town

County/Region

Postcode

Country

DO

Nationality **NA**

OC

OD

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

Signed

Date

Delete if the form
is signed by the
subscribers.

Signature of agent on behalf of all subscribers

Date _____

$$3 \mid 5 \mid 9$$

Delete if the form
is signed by an
agent on behalf of
all the subscribers.

All the subscribers must sign either personally or by a person or persons authorised to sign for them.

[illegible]

THE COMPANIES ACTS 1985 to 1989

SC133773

CERTIFICATION

WE HEREBY CERTIFY that this print incorporates all alterations made to this company's Memorandum of Association by filed resolutions and is lodged in compliance with the requirements of section 18 of the Companies Act 1985.

27/09/91

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

A G CONTRACTS (SCOTLAND) LIMITED



1. The Company's name is "A G CONTRACTS (SCOTLAND) LIMITED".
2. The Company's registered office is to be situated in Scotland.
3. (a) (i) The object of the Company is to carry on business as a general commercial company.
(ii) Without prejudice to the generality of the object and the powers of the Company derived from Section 3A of the Act the Company has power to do all or any of the following things:-

OBKG91

(b) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(c) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(d) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(e) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(f) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(g) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

(h) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company, of any obligation or liability it may undertake or which may become binding on it.

(i) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(j) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(k) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(l) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

(m) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

(n) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(o) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(p) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(q) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(r) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

(s) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.

(t) 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, or 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 including insurance for any Director, officer or Auditor against any liability as is referred to in Section 310(1) of the Act; 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.

(u) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.

(v) To procure the Company to be registered or recognised in any part of the world.

(w) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

(x) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's object or of any of the powers given to it by the Act or by this Clause.

AND so that:-

(1) None of the provisions set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other provision set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.

(2) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

(3) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

4. The liability of the Members is limited.

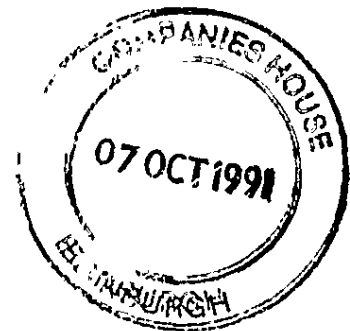
5. The Company's share capital is £1000 divided into 1000 shares of £1 each.

CERTIFICATION

WE HEREBY CERTIFY that this print incorporates all alterations made to this company's Articles of Association by filed resolutions and is lodged in compliance with the requirements of section 18 of the Companies Act 1985.

27/09/91

THE COMPANIES ACTS 1985 to 1989
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION



PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

(b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

ALLOTMENT OF SHARES

2. (a) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph (d) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

(b) All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in General Meeting shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them;

such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the Members. The foregoing provisions of this paragraph (b) shall have effect subject to Section 80 of the Act.

(c) In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

(d) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

SHARES

3. The lien conferred by Clause 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Clause 8 in Table A shall be modified accordingly.

4. 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 Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

GENERAL MEETINGS AND RESOLUTIONS

5. 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 regard to their right to appoint proxies; and 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.

6. (a) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.

(b) Clause 41 in Table A shall not apply to the Company.

APPOINTMENT OF DIRECTORS

7. (a) Clause 64 in Table A shall not apply to the Company.

(b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whosoever the minimum number of Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Clause 89 in Table A shall be modified accordingly.

(c) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.

(d) No person shall be appointed a Director at any General Meeting unless either:-

(i) he is recommended by the Directors; or

(ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice signed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed.

(e) Subject to paragraph (d) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

(f) 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, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above is the maximum number of Directors and for the time being in force.

BORROWING POWERS

8. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and 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.

ALTERNATE DIRECTORS

9. (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company 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, and the first sentence of Clause 66 in Table A shall be modified accordingly.

(b) A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

GRATUITIES AND PENSIONS

10. (a) The Directors may exercise the powers of the Company conferred by Clause 3(t) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

(b) Clause 87 in Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

11. (a) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

(b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

THE SEAL

12. (a) 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 instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or second Director. The obligation under Clause 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Clause 101 of Table A shall not apply to the Company.

(b) 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.

INDEMNITY

13. (a) Every Director or other officer or Auditor of the Company shall 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 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 in so far as its provisions are not avoided by Section 310 of the Act.

(b) The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such liability as is referred to in Section 310(1) of the Act.

(c) Clause 118 in Table A shall not apply to the Company.

TRANSFER OF SHARES

14.(a) Any person (hereinafter called "the proposing transferor") proposing to transfer any shares shall give notice in writing (hereinafter called "the transfer notice") to the Company that he desires to transfer the same and specifying the price per share which in his opinion constitutes the fair value thereof. The transfer notice shall constitute the Company the agent of the proposing transferor for the sale of all (but not some of) the shares comprised in the transfer notice to any Member or Members willing to purchase the same (hereinafter called "the purchasing Member") at the price specified therein or at the fair value certified in accordance with paragraph (c) below (whichever shall be the lower). A transfer notice shall not be revocable except with the sanction of the Directors.

(b) The shares comprised in any transfer notice shall be offered to the Members (other than the proposing transferor) as nearly as may be in proportion to the number of shares held by them respectively. Such offer shall be made by notice in writing (hereinafter called "the offer notice") within seven days after the receipt by the Company of the transfer notice. The offer notice shall state the price per share specified in the transfer notice and shall limit the time in which the offer may be accepted, not being less than twenty-one days nor more than forty-two days after the date of the offer notice, provided that if a certificate of fair value is requested under paragraph (c) below the offer shall remain open for acceptance for a period of fourteen days after the date on which notice of the fair value certified in accordance with that paragraph shall have been given by the Company to the Members or until the expiry of the period specified in the offer notice whichever is the later. For the purpose of this Article an offer shall be deemed to be accepted on the day on which the acceptance is received by the Company. The offer notice shall further invite each Member to state in his reply the number of additional shares (if any) in excess of his proportion which he desires to purchase and if all the Members do not accept the offer in respect of their respective proportions in full the shares not so accepted shall be used to satisfy the claims for additional shares as nearly as may be in proportion to the number of shares already held by them respectively, provided that no Member shall be obliged to take more shares than he shall have applied for. If any shares shall not be capable without fractions of being offered to the Members in proportion to their existing holdings, the same shall be offered to the Members, or some of them, in such proportions or in such manner as may be determined by lots drawn in regard thereto, and the lots shall be drawn in such manner as the Directors may think fit.

(c) Any Member may, not later than eight days after the date of the offer notice, serve on the Company a notice in writing requesting that the Auditor for the time being of the

Company (or at the discretion of the Auditor, a person nominated by the President for the time being of the Institute of Chartered Accountants in the Country of the situation of its Registered Office) certify in writing the sum which in his opinion represents the fair value of the shares comprised in the transfer notice as at the date of the transfer notice and for the purpose of this Article reference to the Auditor shall include any person so nominated. Upon receipt of such notice the Company shall instruct the Auditor to certify as aforesaid and the costs of such valuation shall be apportioned among the proposing transferor and the purchasing Members or borne by any one or more of them as the Auditor in his absolute discretion shall decide. In certifying the fair value as aforesaid the Auditor shall be considered to be acting as an expert and not as an arbitrator or arbiter and accordingly any provisions of law or statute relating to arbitration shall not apply. Upon receipt of the certificate of the Auditor, the Company shall by notice in writing inform all Members of the fair value of each share and of the price per share (being the lower of the prices specified in the transfer notice and the fair value of each share) at which the shares comprised in the transfer notice are offered for sale. For the purpose of this Article the fair value of each share comprised in the transfer notice shall be its value as a rateable proportion of the total value of all the issued shares of the Company and shall not be discounted or enhanced by reference to the number of shares referred to in the transfer notice.

(d) If purchasing Members shall be found for all the shares comprised in the transfer notice within the appropriate period specified in paragraph (b) above, the Company shall not later than seven days after the expiry of such appropriate period give notice in writing (hereinafter called "the sale notice") to the proposing transferor specifying the purchasing Members and the proposing transferor shall be bound upon payment of the price due in respect of all the shares comprised in the transfer notice to transfer the shares to the purchasing Members.

(e) If in any case the proposing transferor after having become bound as aforesaid makes default in transferring any shares the Company may receive the purchase money on his behalf, and may authorise some person to execute a transfer of such shares in favour of the purchasing Members. The receipt of the Company for the purchase money shall be a good discharge to the purchasing Members. The Company shall pay the purchase money into a separate bank account.

(f) If the Company shall not give a sale notice to the proposing transferor within the time specified in paragraph (d) above, he shall, during the period of thirty days next following the expiry of the time so specified, be at liberty to transfer all or any of the shares comprised in the transfer notice to any person or persons but in that event the Directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any such transfer and Clause 24 in Table A shall, for these purposes, be modified accordingly.

(g) In the application of Clauses 29 to 31 (inclusive) in Table A to the Company:-

(i) any person becoming entitled to a share in consequence of the death or bankruptcy of a Member shall give a transfer notice before he elects in respect of any share to be registered himself or to execute a transfer;

(ii) if a person so becoming entitled shall not have given a transfer notice in respect of any share within six months of the death or bankruptcy, the Directors may at any time thereafter upon resolution passed by them give notice requiring such person within thirty days of such notice to give a transfer notice in respect of all the shares to which he has so become entitled and for which he has not previously given a transfer notice and if he does not do so he shall at the end of such thirty days be deemed to have given a transfer notice pursuant to paragraph (a) of this Article relating to those shares in respect of which he has still not done so;

(iii) where a transfer notice is given or deemed to be given under this paragraph (g) and no price per share is specified therein the transfer notice shall be deemed to specify

the sum which shall, on the application of the Directors, be certified in writing by the Auditors in accordance with paragraph (c) of this Article as the fair value thereof.

(h) Whenever any Member of the Company who is employed by the Company in any capacity (whether or not he is also a Director) ceases to be employed by the Company otherwise than by reason of his death the Directors may at any time not later than six months after his ceasing to be employed resolve that such Member do retire, and thereupon he shall (unless he has already served a transfer notice) be deemed to have served a transfer notice pursuant to paragraph (a) of this Article and to have specified therein the fair value to be certified in accordance with paragraph (c) of this Article. Notice of the passing of any such resolution shall forthwith be given to the Member affected thereby.

ASSOCIATE DIRECTORS

15. (a) The Directors may at any time and from time to time appoint any employee of the Company to the position of Associate Director.

(b) An Associate Director shall advise and assist the Directors but shall not attend Board Meetings except at the invitation of the Directors, and when present at the Board Meetings he shall not be entitled to vote, nor be counted in the quorum, but subject as aforesaid he shall as Associate Director have such powers, authorities and duties as the Directors may in the particular case from time to time determine.

(c) An Associate Director shall not be deemed a member of the Board, nor any committee thereof, nor shall he be a Director for any of the purposes of these Articles of Association or (so far as provision may lawfully be made in this behalf) for any of the purposes of the Companies Act 1985.

(d) Without prejudice to any rights or claims the Associate Director may have under any contract with the Company, any appointment as an Associate Director may be terminated by the Directors at any time and shall ipso facto terminate if the Associate Director shall from any cause cease to be an employee of the Company.

(e) An Associate Director may receive such remuneration (if any) in addition to the remuneration received as an employee of the Company as the Directors shall from time to time determine.

PACIFIC SHELF 406 LIMITED
(Incorporated in Scotland No. 131773)

At an Extraordinary General Meeting of Pacific Shelf 406 Limited held on Thursday the 17th day of October 1991 at Apex House, 99 Haymarket Terrace, Edinburgh EH12 5HD the following resolutions were duly passed as Special Resolutions:-

RESOLUTION 1

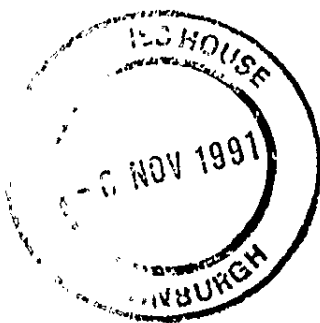
That the name of the Company be and is hereby changed to "Edinburgh International Conference Centre Limited".

RESOLUTION 2

That the provisions of the Memorandum of Association of the Company with respect to the objects of the Company be and are hereby altered by:-

- (a) deleting paragraph (1) of Clause 3 of such Memorandum and by substituting therefor the following new paragraph:-

- "(1) (i) To acquire by purchase, lease, exchange or otherwise for development, investment or resale and to traffic in land and house and other property of any tenure or any interest therein, and to create, reserve, sell and deal in heritable and leasehold ground rents, and to make advances upon the security of land or house or other property or any interest therein, and whether erected or in course of erection, and whether on first mortgage or subject to a prior mortgage or mortgages, and generally to deal in, traffic by way of sale, lease, exchange or otherwise with land and house property and any other property (whether heritable, moveable, real or personal) and to turn the same to account as may seem expedient,



and in particular by laying out streets, roads and squares, constructing sewers and draining, planting, paving and preparing building sites, and by constructing, reconstructing, altering, repairing, improving, decorating, furnishing and maintaining houses, flats, bungalows, offices, factories, warehouses, wharves, workshops, hotels, shops, bus stances, garages, leisure centres, conference centres, buildings, works and conveniences of all kinds, and by consolidating or connecting or subdividing properties and by issuing and disposing of the same, and by advancing money to and entering into contracts with builders, tenants and others, and to manage and develop any land, buildings or other property as aforesaid, whether belonging to the Company or not, and to collect rents and income, and to supply to tenants and occupiers catering and other services, and all conveniences and amenities commonly required therewith, to acquire and take over businesses or undertakings of all kinds, and to carry on, or dispose of, remove or put an end to the same or otherwise deal with the same as may seem expedient, and to carry on all or any of the businesses of building and civil engineering contractors, land, estate and property developers, repairers and others, estate agents and managers, mortgage and insurance brokers and agents, surveyors, valuers and auctioneers, builders' merchants, plant hire specialists and contractors, merchants of, and dealers in plant, machinery, vehicles and appliances of all kinds, painters, decorators and plumbers, haulage and transport contractors, electricians and general engineers;

- (ii) To carry on business as providers of buildings or facilities for the promotion, organisation, staging, production or performance of every kind of

exhibition, show, display, trade or other fair, rally, conference, spectacle, entertainment, amusement, recreation and sporting and other event and to hire, let out or otherwise permit the use of the property of the Company upon such terms as the Directors of the Company shall think fit for any purpose, whether public or private;

(iii) To act as promoters and organisers of every kind of exhibition, show, display, trade or other fair, rally, conference, spectacle, entertainment, amusement, recreation and sporting and other event and to provide all kinds of conveniences and attractions for exhibition organisers, participants, exhibitors, spectators, visitors and others;

(iv) To carry on business as proprietors of hotels, restaurants, refreshment and tea rooms, cafes, milk and snack bars, lounge bars and other premises licensed to dispense alcoholic beverages, and as caterers and contractors for the provision of every need or want;"

(b) inserting in Clause 3 of such Memorandum the following new paragraph (15) after paragraph (14) thereof and renumbering the succeeding paragraphs accordingly:-

"(15) 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 any 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 in 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 and to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from any such liability; for the purposes of this paragraph "subsidiary undertaking" shall have the same meaning as in the Companies Act 1989."

RESOLUTION 3

That the regulations contained in the document submitted to this Meeting and for the purposes of identification signed by the Chairman thereof as relative to this Resolution be and are hereby approved and adopted as the new Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company.

BY ORDER OF THE BOARD

Robert Director
for and on behalf of
MD Development Limited
Secretaries

This document contains a print of the Memorandum and new Articles of Association of Pacific Shelf 406 Limited as amended and adopted by Special Resolution passed on 17th October 1991.

Alvin
Director
Secretaries

THE COMPANIES ACT 1985 TO 1989
C O M P A N Y L I M I T E D B Y S H A R E S

MEMORANDUM
and
NEW ARTICLES OF ASSOCIATION
of
PACIFIC SHELF 406 LIMITED

McGRIGOR DONALD,
Pacific House,
70 Wellington Street,
Glasgow, G2 6SB
EMC:PAC406.MAA

THE COMPANIES ACT 1985 TO 1989
C O M P A N Y L I M I T E D B Y S H A R E S
M E M O R A N D U M O F A S S O C I A T I O N
of
P A C I F I C S H E L F 4 0 6 L I M I T E D

1. The Company's name is "PACIFIC SHELF 406 LIMITED".
2. The Company's registered office is to be situated in Scotland.
3. The Company's objects are:-
 - * (1) (i) To acquire by purchase, lease, exchange or otherwise for development, investment or resale and to traffic in land and house and other property of any tenure or any interest therein, and to create, reserve, sell and deal in heritable and leasehold ground rents, and to make advances upon the security of land or house or other property or any interest therein, and whether erected or in course of erection, and whether on first mortgage or subject to a prior mortgage or mortgages, and generally to deal in, traffic by way of sale, lease, exchange or otherwise with land and house property and any other property (whether heritable, moveable, real or personal) and to turn the same to account as may seem expedient, and in particular by laying out streets, roads and squares, constructing sewers and draining, planting, paving and preparing building sites, and by constructing, reconstructing, altering, repairing,

* As amended by Special Resolution passed on 17th October 1991

improving, decorating, furnishing and maintaining houses, flats, bungalows, offices, factories, warehouses, wharves, workshops, hotels, shops, bus stances, garages, leisure centres, conference centres, buildings, works and conveniences of all kinds, and by consolidating or connecting or subdividing properties and by issuing and disposing of the same, and by advancing money to and entering into contracts with builders, tenants and others, and to manage and develop any land, buildings or other property as aforesaid, whether belonging to the Company or not, and to collect rents and income, and to supply to tenants and occupiers catering and other services, and all conveniences and amenities commonly required therewith, to acquire and take over businesses or undertakings of all kinds, and to carry on, or dispose of, remove or put an end to the same or otherwise deal with the same as may seem expedient, and to carry on all or any of the businesses of building and civil engineering contractors, land, estate and property developers, repairers and others, estate agents and managers, mortgage and insurance brokers and agents, surveyors, valuers and auctioneers, builders' merchants, plant hire specialists and contractors, merchants of, and dealers in plant, machinery, vehicles and appliances of all kinds, painters, decorators and plumbers, haulage and transport contractors, electricians and general engineers;

- (ii) To carry on business as providers of buildings or facilities for the promotion, organisation, staging, production or performance of every kind of exhibition, show, display, trade or other fair, rally, conference, spectacle, entertainment, amusement, recreation and sporting and other event and to hire, let

out or otherwise permit the use of the property of the Company upon such terms as the Directors of the Company shall think fit for any purpose, whether public or private;

- (iii) To act as promoters and organisers of every kind of exhibition, show, display, trade or other fair, rally, conference, spectacle, entertainment, amusement, recreation and sporting and other event and to provide all kinds of conveniences and attractions for exhibition organisers, participants, exhibitors, spectators, visitors and others;
 - (iv) To carry on business as proprietors of hotels, restaurants, refreshment and tea rooms, cafes, milk and snack bars, lounge bars and other premises licensed to dispense alcoholic beverages, and as caterers and contractors for the provision of every need or want;
- (2) To carry on any other trade, business or profession which may seem to the Company capable of being conveniently carried on in connection with the above or calculated, directly or indirectly, to benefit or to enhance the value of or render profitable any of the property, assets, rights or interests of the Company or any subsidiary associated or allied company or person;
- (3) To purchase, feu, lease, hire or otherwise acquire any lands, houses, buildings, offices, plant and machinery and other heritable or moveable, real or personal property and any rights or privileges necessary or convenient for the purposes of the Company or any subsidiary, associated or allied company or person and to erect, construct, lay down, enlarge, alter and maintain any heritable and/or freehold and/or leasehold property necessary or convenient for the business of the Company or any subsidiary, associated or allied company or person;

- (4) To borrow or raise money or secure the payment of money or the observance of obligations in such manner as the Directors shall think fit and for such purposes to mortgage or otherwise charge, by way of standard security or floating charge or otherwise, the undertaking and all or any of the Company's property, both present and future, including its uncalled capital, and to create, issue, make, draw, accept and negotiate perpetual or redeemable debentures or debenture stock, bonds or other obligations, bills of exchange, promissory notes or other negotiable instruments;
- (5) To lend or advance money or give credit to such persons and companies and on such terms as may be thought fit and to guarantee and/or give security for the payment of money by, or the performance of obligations of any kind (including without prejudice to the generality hereof the payment or repayment of principal, interest, dividends and premiums on, and any other monies due in respect of, any stocks, shares, debentures, debenture stock or other securities or borrowings) by, the Company or by any other person or company, including any company which shall at the time be the holding company of the Company or another subsidiary of such holding company or a subsidiary of the Company (all as defined by Section 736 of the Companies Act 1985 and any statutory amendment or re-enactment thereof) or any company associated with the Company in business or by reason of common shareholdings or otherwise;
- (6) To invest and deal with the funds of the Company not immediately required in such investments or upon such securities and in such manner as may be from time to time determined and from time to time to vary any such investments and to acquire and hold shares, stocks, debentures, debenture stocks, bonds, securities, obligations or other investments, rights or interests of or in

any company or companies or public, local or regional authority or body in the United Kingdom or elsewhere and to co-ordinate, finance and manage all or part of the business and operations of any such company;

- (7) To apply for, purchase or otherwise acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire;
- (8) To acquire all or any part of the undertaking, property, business or assets of any person or company possessed of property suitable for any of the purposes of the Company or carrying on or proposing to carry on any business which the Company is authorised to carry on and, as part of the consideration for such acquisition, to undertake all or any of the liabilities of such person or company or to acquire an interest in, amalgamate or enter into partnership or joint adventures or arrangements regarding the sharing of profits, union of interests or co-operation, either in whole or in part, with any such person or company and to give or accept, by way of consideration for any of such acts or things or for any property acquired, any shares, stock, debentures, debenture stock or securities that may be agreed upon and to hold as investments of the Company or otherwise deal with as may be considered fit any shares, stock, debentures, debenture stock or securities so received;

- (9) To promote or establish or concur in promoting or establishing any other company for the purpose of purchasing or taking over all or any of the properties, rights and liabilities of the Company or carrying on any business or operations which the Company is authorised to carry on or for any other purpose which may, directly or indirectly, benefit or advance the objects or interests of the Company and to acquire and hold as investments of the Company or otherwise deal with as may be considered fit any shares, stock, debentures, debenture stock or securities of any such company;
- (10) To amalgamate or enter into partnership or joint adventure with any person or company carrying on any business or having any objects similar to any of the businesses or objects of the Company or which may, directly or indirectly, benefit or advance the objects or interests of the Company and to make and carry into effect arrangements regarding the provision of services, the purchase or sale of commodities and the prices thereof, the employment, regulation and remuneration of employees and the sharing of profits, union of interests or co-operation, either in whole or in part, with any such person or company and that in such manner and on such terms and conditions as may be considered to be for the benefit of the Company;
- (11) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time in the employment or service of, or shall have rendered services of any kind to, the Company or any company which is the holding company or a subsidiary of the Company or such holding company or is allied to or associated with the Company or with any such holding company or subsidiary or which was a predecessor in business of the Company or of any such other company as

aforesaid or who are or were at any time directors or officers of the Company or of any such other company as aforesaid or any person in whose welfare the Company or any such other company as aforesaid is or has been at any time interested and to or for the benefit of the wives, widows, families and dependants of any such persons, to establish and subsidise or subscribe to any institutions, associations, 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, to make payments for or towards the insurance of any such persons as aforesaid and to subscribe or guarantee money for any charitable or benevolent objects or for any exhibition or for any public, general or useful object and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid Provided that without the previous sanction of an Ordinary Resolution of the Company the foregoing power shall not be exercised in favour of any person who is or was a director of the Company or of any such other company as aforesaid but who does not hold or has not held any salaried employment or office in the Company or in any such other company as aforesaid or in favour of the wife, widow, family or dependants of any such person;

- (12) To sell or otherwise dispose of the whole or any part of the undertaking, property and assets of the Company either together or in portions for such consideration as the Company may think fit and in particular for shares, debentures, debenture stock or securities of any company purchasing the same;
- (13) Subject to the provisions of the Companies Act 1985 and any statutory amendment or re-enactment thereof to purchase its own shares (including any redeemable shares) and, provided it

remains as a private company, to make a payment in respect of the redemption or purchase of its own shares otherwise than out of the distributable profits of the Company or the proceeds of a fresh issue of shares;

- (14) To give financial assistance within the meaning of Section 152 of the Companies Act 1985 and any statutory amendment or re-enactment thereof in connection with any acquisition or proposed acquisition of shares in the Company to such person or persons and on such terms as the directors may think fit;

- ** (15) 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 any 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 in 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

- ** As inserted by Special Resolution passed on 17th October 1991.

undertaking or pension fund and to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from any such liability; for the purposes of this paragraph "subsidiary undertaking" shall have the same meaning as in the Companies Act 1989.

- (16) To do all or any of the above things in any part of the world and either as principals, agents or contractors or by or through agencies or otherwise and either alone or in conjunction with another or others; and
- (17) To do all things incidental or conducive to the attainment of the foregoing objects or any of them.

And it is hereby declared that in this Memorandum words denoting the singular number only shall include the plural number and vice versa; that the word "company" except where used in reference to the Company shall be deemed to include any partnership or other body of persons whether incorporated or unincorporated and whether domiciled in Great Britain or elsewhere; that any word or expression defined in the Companies Act 1985 and any statutory modification or re-enactment thereof shall, if not inconsistent with the subjects or context, bear the same meaning in this Memorandum; and that the objects specified in each of the paragraphs of this clause shall be regarded as independent objects and accordingly shall be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

- 4. The liability of the Members is limited.
- 5. The Company's share capital is £1,000 divided into 1,000 Shares of £1 each.

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

NAMES AND ADDRESSES OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
MD Directors Limited Pacific House 70 Wellington Street Glasgow G2 6SB	One
MD Secretaries Limited Pacific House 70 Wellington Street Glasgow G2 6SB	One
TOTAL SHARES TAKEN	Two

Dated this 3rd day of May 1991

Witness to the above signatures:-

Karen Ramsay
24 Great King Street
Edinburgh
Company Registration Agent

THE COMPANIES ACT 1985 TO 1989
C O M P A N Y L I M I T E D B Y S H A R E S

NEW
ARTICLES OF ASSOCIATION

of

PACIFIC SHELF 406 LIMITED
(Adopted by Special Resolution passed on 17th October 1991)

PRELIMINARY

1. Subject to the provisions hereinafter contained, the Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter called "Table A") so far as not excluded, altered or modified by or inconsistent with the following Articles shall apply to the Company and be deemed to be incorporated herein.
2. Regulations 73 to 78 inclusive, 80, 87, 89 and 94 to 96 inclusive of Table A shall not apply to the Company and the following Regulations thereof shall be modified:-

Regulation 66 so that the words "(subject to his giving the Company an address within the United Kingdom at which notice may be served upon him)" shall be inserted between the words "shall" and "be";

Regulation 79 so that the second and third sentences thereof shall be held to be delete; and

Regulation 82 so that the words "by way of Directors' fees" shall be inserted between the words "remuneration" and "as".

Unless otherwise required by the context of the Articles and Table A, in so far as not excluded and as modified in terms of this Article, words importing the singular number shall include the plural and vice versa and words importing the masculine gender shall include the feminine.

3. The Company is a private company as defined by Section 1 of the Act and accordingly any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company or any allotment of or agreement to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of these shares or debentures being offered for sale to the public shall be prohibited.

SHARE CAPITAL

4. The Directors are authorised generally for the purpose of Section 80 of the Act to allot and issue such number of relevant securities and on such terms and conditions as they may in their discretion think fit subject always to the following conditions and the other provisions of these Articles:-

- (a) the maximum amount of relevant securities to be allotted in pursuance of this authority shall be the unissued shares in the capital of the Company for the time being and from time to time while this authority is in force; and
- (b) this authority shall expire, unless sooner revoked or altered by the Company in general meeting, on the expiry of the period of five years from the date of the passing of the resolution by virtue of which these Articles are adopted provided that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

5. Section 89(1) of the Act shall not apply to any allotment of shares in the Company made in accordance with the authority given under Article 4.

DIRECTORS

6. The holder or holders for the time being of a majority of the shares of the Company for the time being in issue may from time to time appoint any person or persons as a Director or Directors of the Company and may remove from office as such any or all of the Directors for the time being howsoever appointed. Any such appointment or removal shall be made by notice in writing (which may consist of several documents in the like form each signed by one or more persons) signed by or on behalf of the holder or holders for the time being of the majority of the shares of the Company for the time being in issue (a corporation holding any such shares acting by resolution of its directors evidenced by the signature of its chairman or of its secretary) and shall take effect on and from the date on which such notice is lodged at the office, or from such later date as shall be stated in such notice.

7. Any person of 18 years of age or greater age without limitation may be appointed a Director of the Company and no Director of the Company shall be required to vacate office at any time by reason of his age.

8. A Director may hold any other office or place of profit under the Company (except that of Auditor) in conjunction with his office of Director, and may act in a professional capacity to the Company, on such terms as to remuneration and otherwise as the Directors shall agree.

9. The Directors may exercise the voting power conferred by the shares in any other company held or owned by the Company in such manner and in all respects as they think fit, including the exercise thereof in favour of any resolution appointing them or any of their number directors or officers of such other company or voting or providing for the payment of remuneration to the directors or officers of such other company.

10. The quorum for the transaction of the business of the directors shall be four. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum.

11. A Director may as a Director vote and be counted as one of a quorum upon a motion in respect of any contract, matter or arrangement which he shall make with the Company or in which he shall be in any way interested provided that he shall first have disclosed the nature of his interest to the Directors.

12. If any Director or other officer of the Company should be called upon to perform special services, the Directors may arrange with such Director or other officer for payment to him of such special remuneration for such services either by way of salary, commission or a fixed sum of money as they think fit.

13. The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time in the employment or service of, or shall have rendered services of any kind to, the Company or any company which is the holding company or a subsidiary of the Company or such holding company or is allied to or associated with the Company or with any such holding company or subsidiary or which was a predecessor in business of the Company or of any such other company as aforesaid or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid or any person in whose welfare the Company or any such other company as aforesaid is or has been at any time interested and to or for the benefit of the wives, widows, families and dependants of any such persons, to establish and subsidise or subscribe to any institutions, associations, 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, to make payments for or towards the insurance of any such persons as aforesaid and to subscribe or guarantee money for any

charitable or benevolent objects or for any exhibition or for any public, general or useful object and may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid; Provided that the Directors shall not be entitled without the previous sanction of an Ordinary Resolution of the Company to exercise the powers conferred by this Article in favour of any person who is or was a director of the Company or of any such other company as aforesaid but who does not hold or has not held any salaried employment or office in the Company or in any such other company as aforesaid or in favour of the wife, widow, family or dependants of any such person.

**Notice of accounting reference date**
(to be delivered within 9 months of incorporation)

Please do not
write in
this margin

Pursuant to section 224 of the Companies Act 1985
as inserted by section 3 of the Companies Act 1989

To the Registrar of Companies
(Address overleaf)

Company number

131773

Please complete
legibly, preferably
in black type, or
bold block lettering

Name of company

* EDINBURGH INTERNATIONAL CONFERENCE CENTRE LIMITED

* Insert full name
of company

gives notice that the date on which the company's accounting reference period is to be treated as
coming to an end in each successive year is as shown below:

Important
The accounting
reference date to
be entered along-
side should be
completed as in the
following examples:

Day Month

3 1 0 3

5 April
Day Month

0 5 0 4

30 June
Day Month

3 0 0 6

31 December
Day Month

3 1 1 2

† Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
Scotland) as
appropriate

Signed *on behalf of* Designation† DIRECTOR

Date 20-1-92

Presentor's name address
telephone number and reference (if any):

For official use
D.E.B.

Post room

G

COMPANIES FORM No. 123

Notice of increase in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies
(Address overleaf)

For official use

Company number

--	--	--	--	--	--

131773

Name of company

* EDINBURGH INTERNATIONAL CONFERENCE CENTRE LIMITED

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 27 March 1992 the nominal capital of the company has been
increased by £ 55,000,000.02 beyond the registered capital of £ 1,000.00.

§ the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached. §

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow: As specified in the Articles of
Association adopted pursuant to Special Resolution passed on 27.03.92.

Please tick here if
continued overleaf

☐

† Insert
Director,
Secretary
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

For and on behalf of Corprop Corporate Services Limited

Signed [Signature] (Director) Designation [Signature]

Date 27.03.92

Presentor's name address and
reference (if any). SPI/DRW/SM
Shepherd & Wedderburn WS
16 Charlotte Square
Edinburgh EH2 4Y6

For official Use
General Section

Post point

[Signature]

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

EDINBURGH INTERNATIONAL CONFERENCE CENTRE LIMITED

RESOLUTION

(Passed 27 March 1992)

At an Extraordinary General Meeting of Edinburgh International Conference Centre Limited, duly convened and held at Apex House, 99 Haymarket Terrace, Edinburgh on 27 March 1992 the following Resolution was passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT:-

- (A) The existing 1,000 Shares of £1 each in the share capital of the Company be and are hereby reclassified as Ordinary Shares of £1 each conferring upon the holders thereof the rights, privileges and restrictions as set out in the Articles of Association adopted pursuant to paragraph (C) of this Resolution;
- (B) The authorised share capital of the Company be increased to £55,001,000.02 by the creation of one "A" Redeemable Preference Share of 1p, one "B" Redeemable Preference Share of 1p and 55,000,000 Preferred Ordinary Shares of £1 each conferring upon the holders thereof the rights, privileges and restrictions as set out in the Articles of Association adopted pursuant to paragraph (C) of this Resolution;
- (C) The Regulations contained in the document produced to the Meeting and signed for identification by the Chairman be adopted as the Articles of Association of the Company in substitution for and to the entire exclusion of the existing Articles of Association; and
- (D) Pursuant to section 80 of the Companies Act 1985, the Directors of the Company be and are hereby generally and unconditionally authorised to issue up to £55,000,000 Convertible Unsecured Loan Stock 2117 of the Company to The City of Edinburgh District Council, the local authority for the said District under the Local Government (Scotland) Act 1973, in accordance with the provisions of the Development

Agreement between the said The City of Edinburgh District Council and the Company dated 27 March 1992 relating to a proposed development at Lothian Road/West Approach Road/Morrison Street, Edinburgh, as the same may be amended, varied or supplemented from time to time, during the period expiring five years from the date of the passing of this Resolution and section 89(1) of the Companies Act 1985 shall not apply to any allotment of such stock which may be made pursuant to the authority contained in this Resolution.


.....
Director

THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

EDINBURGH INTERNATIONAL CONFERENCE CENTRE LIMITED

(adopted by Special Resolution passed on 27 March 1992)

PRELIMINARY



1. Application of statutory provisions

- (a) The Regulations contained in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) (Amendment) Regulations 1985 (which Table is hereinafter referred to as "Table A") shall, save insofar as they are excluded by or inconsistent with the following provisions, apply to the Company.
- (b) Regulations 24, 40, 42, 43, 46, 64, 73, 74, 75, 76, 77, 88, 89, 91, 94, 95, 96 and 101 of Table Table A shall not apply to the Company.

2. Definitions

In these Articles, if not inconsistent with the subject or context, the words in the first column below have the

meanings set opposite them in the second column:-

Words

Meanings

Act

the Companies Act 1985 as amended, modified or re-enacted from time to time;

"A" Directors

the Directors of the Company as defined in Article 16 hereof (which for the avoidance of doubt shall include any alternate of an "A" Director);

"A" Shareholder

the holder of the "A" Share (as defined in Article 4 hereof);

these Articles

these Articles of Association of the Company;

Associate

in relation to a company, any company which for the time being and from time to time is a holding company of such company or a subsidiary of any such company (including any subsidiary of such company) and, in addition, in relation to EDC means any company under the control (as defined in Section 840 of the Income and Corporation Taxes Act 1988) of EDC;

"B" Directors

the Directors of the Company
as defined in Article 17 hereof
(which for the avoidance of
doubt shall include any
alternate of a "B" Director);

"B" Shareholder

the holder of the "B" Share (as
defined in Article 4 hereof;

EDC

The City of Edinburgh District
Council, the local Authority
for the said District under the
Local Government (Scotland) Act
1973 and having its Principal
Offices at the City Chambers,
High Street, Edinburgh;

LEEL

Lothian and Edinburgh
Enterprise Limited,
incorporated under the
Companies Acts (registered
number 124701) and having its
Registered Office at 12 Hope
Street, Edinburgh; and

the Statutes

the Act and every other Act for
the time being in force
concerning companies and
affecting the Company.

PRIVATE COMPANY

3. Private company

The Company is a private company and accordingly no

invitation shall be made to the public to subscribe for any shares or debentures of the Company.

SHARE CAPITAL

4. (a) Share capital

The share capital of the Company at the date of adoption of these Articles as the Articles of Association of the Company is £55,001,000.02 divided into one "A" Redeemable Preference Share of 1p (hereinafter referred to as the "A" Share"), one "B" Redeemable Preference Share of 1p (hereinafter referred to as the "B" Share"), 1,000 Ordinary Shares of £1 each (hereinafter referred to as "Ordinary Shares") and 55,000,000 Preferred Ordinary Shares of £1 each (hereinafter referred to as "Preferred Shares"). For the purposes of these Articles, the "A/B" Shares" means the "A" Share and/or the "B" Share and "A/B" Share" shall be construed accordingly.

(b) Classes and rights of "A" Share and "B" Share

The "A" Share and the "B" Share shall be separate classes of shares but, save as expressly provided in these Articles, shall carry the same rights and privileges and shall, as between themselves, rank pari passu in all respects.

(c) Classes and rights of Ordinary Shares and Preferred Shares

The Ordinary Shares and the Preferred Shares shall be separate classes of shares but, save as expressly provided in these Articles, shall carry the same rights

and privileges and shall, as between themselves, rank pari passu in all respects.

"A/B" SHARES

5. (a) Issue, holding and transfer

The "A" Share may only be issued to, held by and transferred to either LEEL or an Associate of LEEL.

The "B" Share may only be issued to, held by and transferred to either EDC or an Associate of EDC.

(b) Variation of rights of the "A/B" Shares

Notwithstanding any provision in these Articles to the contrary, each of the following matters shall be deemed to be a variation of the rights attaching to the "A/B" Shares and shall accordingly be effective only with the consent in writing of the "A" Shareholder and the "B" Shareholder and without such consent shall not be done or caused to be done:-

- (i) the alteration, increase or reduction of the authorised or issued share capital of the Company or of any subsidiary of the Company (including the subdivision or consolidation of any share), or by any variation of the rights, privileges or restrictions attaching to any of the "A/B" Shares and the Ordinary Shares and the Preferred Shares for the time being in the share capital of the Company or in any shares in the share capital of any subsidiary of the Company;
- (ii) the alteration to or modification of the rights, privileges or restrictions attaching to any class

of share in the share capital of the Company or any of its subsidiaries;

- (iii) the Company making or paying any dividend (including an interim dividend) to the holders of Ordinary Shares and the Preferred Shares or making any other capital or revenue distribution (including any deemed distribution) other than a distribution of capital to the holders of the "A/B" Shares;
- (iv) capitalising any profits of the Company or capitalising any sums standing at credit of the share premium account or capital redemption reserve or other reserve of the Company;
- (v) the sale, disposal or transfer of any share (other than an "A/B" Share in accordance with these Articles) in the share capital of the Company;
- (vi) the entering into of a contract by the Company to purchase any of its shares or the passing of a resolution to approve such a contract;
- (vii) the giving to the Directors of the Company of any authority to allot relevant securities for the purposes of Section 80 of the Act (except in so far as any such authority is contained in these Articles);
- (viii) any alteration to the Memorandum and/or Articles of Association of the Company or the adoption of new Articles of Association by the Company;
- (ix) notwithstanding any other provision of these Articles, the calling of a meeting of the Company

for the purpose of, or inter alia for the purpose of, considering a resolution for the winding up of the Company or considering a resolution for the appointment of an administrator of the Company or the making of a voluntary arrangement in respect of the Company;

- (x) the Company ceasing to trade;
- (xi) the calling of a meeting of the Company for the purpose of effecting or improving any matter which would by virtue of this Article 5 be a variation of the rights attaching to the "A/B" Shares;
- (xii) the creation or issue of any debenture or loan stock of the Company which is or may become convertible into shares of the Company; and
- (xiii) without prejudice to any of sub-paragraphs (i) to (xii) (inclusive) of this paragraph (b), the passing of a Special or an Ordinary Resolution.

(c) Entitlement to Receive Notice

The "A" Shareholder and the "B" Shareholder shall each be entitled to receive notice of, and to attend and speak at, any general meeting or any separate meeting of the holders of any class of shares, but the "A" Share and the "B" Share (as the case may be) shall carry no right to vote nor any other rights at any such meeting but shall be entitled to receive a copy of each resolution passed at any such meeting within seven days of the passing of such resolution. The "A" Shareholder and the "B" Shareholder shall also be entitled to

receive a copy of each resolution which is proposed to be passed as a written resolution and each circular sent by the Company to the holders of any class of shares at the same time as such proposed resolution or circular is sent by the Company to such holders.

(d) Participation in Capital and Profits

In a distribution of capital on the winding up of the Company or otherwise, each of the "A" Shareholder and the "B" Shareholder shall be entitled to repayment of the capital paid-up or treated for the purposes of the Statutes as paid-up on the "A" Share and the "B" Share respectively in priority to any repayment of capital to any other member of the Company. The "A/B" Shares shall confer no other right to participate in the capital, and no right to participate in the profits, of the Company.

(e) Redemption

Subject to the provisions of the Statutes and to earlier redemption in accordance with the following provisions of this paragraph (e), the "A/B" Shares shall be redeemed on 31 March 2002 and any "A/B" Shares not redeemed on 31 March 2002 shall be redeemed forthwith upon redemption becoming permissible under the Statutes. Notwithstanding the foregoing provisions of this paragraph (e), the "A" Shareholder may, subject to the provisions of the Statutes, require the Company to redeem the "A" Share at par at any time by giving written notice to the Company at its registered office and delivering the relevant share certificate to the registered office and the "B" Shareholder may, subject

to the provisions of the Statutes, require the Company to redeem the "B" Share at par at any time by giving written notice to the Company at the registered office and delivering the relevant share certificate to the registered office.

ORDINARY SHARES AND PREFERRED SHARES

6. The rights attaching to the Ordinary Shares and the Preferred Shares shall be as follows:-

(a) As regards income:

The profits of the Company available for dividend and resolved to be distributed shall be distributed by way of dividend among the holders of the Ordinary Shares and the Preferred Shares rateably according to the number of Ordinary Shares and Preferred Shares held by them respectively.

(b) As regards capital:

In a distribution of capital on the winding up of the Company or otherwise and subject to the repayment of the capital paid-up or treated for the purposes of the Statutes as paid-up on the "A" Share and the "B" Share respectively in accordance with paragraph (d) of Article 5 of these Articles, the assets of the Company available for distribution among the members of the Company shall be applied as follows:-

Firstly, in repaying to the holders of the Preferred Shares the sum of £1 each for each Preferred Share held by them respectively.

Secondly, in repaying to the holders of the Ordinary Shares the sum of £1 for each Ordinary Share held by them respectively.

Thereafter the balance of such assets shall be distributed among the holders of the Ordinary Shares and the Preferred Shares rateably according to the number of Ordinary Shares and Preferred Shares held by them respectively.

(c) As regards voting:

Subject to the provisions of paragraph (c) of Article 5 of these Articles, at any General Meeting of the Company, on a show of hands every member of the Company who is present in person or by proxy or (being a corporation) by representative and entitled to vote shall have one vote and on a poll every member who is present in person or by proxy or (being a corporation) by representative and entitled to vote shall have one vote for each share of whatever class held by him.

CLASS RIGHTS

7. Method of Varying Class Rights

Whenever the share capital of the Company is divided into different classes of shares, the rights attached to any class of share may be varied or abrogated, either whilst the Company is a going concern or during or in contemplation of a winding up, with the consent in writing of the holder or 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 relating to general meetings of the Company or to the proceedings thereat 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 and that the holders of shares of the class shall on a poll (which may be demanded by any holder of shares of the class present in person or by proxy or, if the holder is a corporation, by corporate representative) have one vote in respect of every share of the class held by them respectively; provided that, without prejudice to the generality of this Article, the rights attached to any class of share shall be deemed to be varied:-

- (a) by an alteration, increase or reduction of the authorised or issued share capital of the Company or of any subsidiary of the Company (including the sub-division or consolidation of any share) or by any variation of the rights, privileges or restrictions attaching to any class of share in the share capital of the Company or in the share capital of any subsidiary of the Company;
- (b) by the creation or issue of any debenture or loan stock of the Company which is or may become convertible into shares of the Company; and
- (c) by any alteration to the Memorandum and/or Articles of Association of the Company or by the adoption of new Articles of Association by the Company.

8. When rights of "A/B" Shares deemed not to be varied

The rights of the "A/B" Shares shall be deemed not to be

varied except in the circumstances described in paragraph (b) of Article 5 hereof.

ALLOTMENT OF SHARES

9. Allotment of Shares

- (a) All unissued Ordinary Shares and Preferred Shares forming part of the share capital of the Company at the date of adoption of these Articles as the Articles of Association of the Company shall be at the disposal of the Directors, and the Directors are authorised by this paragraph (a) to allot, grant options over or otherwise deal with or dispose of the same to such persons and at such times and on such terms and conditions as they think proper, but the authority given to the Directors in this paragraph (a) shall terminate on the date five years from the date of adoption of these Articles as the Articles of Association of the Company and thereafter no Ordinary Shares or Preferred Shares shall be allotted or issued by the Directors (other than in pursuance of an offer or agreement made by the Company before the expiry of the foresaid authority) unless the Directors are, in accordance with Section 80 of the Act, authorised to do so by the Company in general meeting.
- (b) The unissued "A" Share and "B" Share forming part of the share capital of the Company as at the date of adoption of these Articles as the Articles of Association of the Company may only be issued to LEEL and EDC respectively and the Directors are authorised by this paragraph (b) to allot the "A" Share and the "B" Share to LEEL and EDC

respectively on such terms and conditions as they think proper, but the authority given to the Directors in this paragraph (b) shall terminate on the date three months from the date of adoption of these Articles as the Articles of Association of the Company and thereafter neither the "A" Share nor the "B" Share shall be allotted or issued by the Directors, other than in pursuance of an offer or agreement made by the Company before the expiry of the foresaid authority unless the Directors are, in accordance with Section 80 of the Act, authorised to do so by the Company in general meeting.

SHARE CERTIFICATES

10. Share certificates

Every share certificate shall be signed on behalf of the Company by two Directors of the Company or by one Director and the Secretary of the Company or by two persons authorised to sign share certificates on behalf of the Company. Accordingly, the penultimate sentence of Regulation 6 of Table A shall not apply to the Company.

TRANSFER OF SHARES

11. Refusal to register

The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share (including an "A/B" Share), whether or not it is a fully paid share, unless:-

(a) such transfer (including the transfer of an "A/B" Share

other than a transfer pursuant to sub-paragraphs (b) and (c) of this Article) has been approved in writing by each of the "A" Shareholder and the "B" Shareholder; or

(b) such transfer is a transfer by LEEL of the "A" Share to an Associate of LEEL; or

(c) such transfer is a transfer by EDC of the "B" Share to an Associate of EDC;

in which case the Directors shall be bound to approve and register a transfer to such transferee as may be named therein.

NOTICE OF GENERAL MEETINGS

12. Notice to contain information of right to appoint proxies
- Every notice convening a general meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to members with regard to their right to appoint proxies.

PROCEEDINGS AT GENERAL MEETINGS

13. Right to vote
- A resolution put to the vote of a general meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded. A poll may be demanded by the chairman or by any member present in person or by proxy or, if the member is a corporation, by corporate representative. A demand by a person as proxy or corporate representative for a member shall be the same as a demand by the member.

DIRECTORS

14. Limits on number of Directors

(a) The number of Directors (other than alternate directors) shall be not less than two and shall not exceed a total of six, constituted by a maximum of three "A" Directors and a maximum of three "B" Directors.

(b) Regulation 81 of Table A shall be deemed extended by the addition of a further paragraph (f):-

"(f) he shall be removed pursuant to any power of removal contained in Articles 16 and 17 of the Company's Articles of Association.".

15. Director need not be member

A Director shall not be required to hold any share of the Company by way of qualification.

16. Appointment and removal of "A" Directors

The "A" Shareholder shall be entitled by notice in writing delivered to the Company to appoint up to three persons as Directors of the Company (referred to in these Articles as "A" Directors" and "A" Director" shall be construed accordingly) (such appointments to be made either collectively or individually) and at any time by like notice to remove from office any "A" Director so appointed by the "A" Shareholder and to appoint another person as an "A" Director in the place of any "A" Director so appointed who may be removed from office or who may die, resign or otherwise vacate office. Every appointment or removal of an "A" Director by the "A" Shareholder made pursuant to this

Article shall be effected by notice in writing either (i) lodged at the registered office of the Company or (ii) delivered to a duly constituted meeting of the Directors of the Company (whether at the beginning or at any time during such meeting) and signed by the "A" Shareholder or by a director or authorised officer of the "A" Shareholder or by an existing "A" Director (or his alternate) and shall take immediate effect as at the actual time of such lodgment or delivery or at such later time as shall be specified in the notice. "A" Directors may only be appointed pursuant to the provisions of this Article.

17. Appointment and removal of "B" Directors

The "B" Shareholder shall be entitled by notice in writing delivered to the Company to appoint up to three persons as Directors of the Company (referred to in these Articles as "'B" Directors" and "'B" Director" shall be construed accordingly) (such appointments to be made either collectively or individually) and at any time by like notice to remove from office any "B" Director so appointed by the "B" Shareholder and to appoint another person as a "B" Director in the place of any "B" Director so appointed who may be removed from office or who may die, resign or otherwise vacate office. Every appointment or removal of a "B" Director by the "B" Shareholder made pursuant to this Article shall be effected by notice in writing either (i) lodged at the registered office of the Company or (ii) delivered to a duly constituted meeting of the Directors of the Company (whether at the beginning or at any time during

such meeting) and signed by the "B" Shareholder or by a director or authorised officer of the "B" Shareholder or by an existing "B" Director (or his alternate) and shall take immediate effect as at the actual time of such lodgment or delivery or at such later time as shall be specified in the notice. "B" Directors may only be appointed pursuant to the provisions of this Article.

18. Right of holders of Ordinary Shares to appoint Directors

The holders of the Ordinary Shares and the Preferred Shares shall not be entitled to appoint any person as a Director of the Company for as long as both of the "A" Share and the "B" Share are in issue and have not been redeemed in accordance with the provisions of these Articles. For the avoidance of doubt, prior to the issue of both the "A" Share and the "B" Share or on the redemption of either of the "A" Share and the "B" Share, the provisions of Articles 11, 14, 16, 17, 25, 27 and 28 of these Articles shall cease to apply to the Company and the provisions of Regulations 24, 88, 89 and 91 of Table A shall (notwithstanding the provisions of paragraph (b) of Article 1 hereof) apply to the Company.

19. Eligibility for election

Following the redemption of either the "A" Share and the "B" Share, no person shall be appointed or re-appointed a Director at any general meeting of the Company unless:-

- (a) he is recommended by the Directors; or
- (b) not less than three nor more than twenty-one days before the date appointed for the general meeting there shall

have been left at the registered office of the Company a notice in writing signed by a member duly qualified to attend and vote at the general meeting of his intention to propose such person for appointment or re-appointment, and also notice in writing signed by that person of his willingness to be appointed or re-appointed.

Forthwith after any such notice as is referred to in this Article is left at the registered office of the Company, the Directors shall send a copy of such notice to each member of the Company.

POWERS OF DIRECTORS

20. Borrowing powers

The Directors may exercise all the powers of the Company to borrow money without limits to amount and upon such terms and in such manner as they think fit and to grant any mortgage or charge (either fixed or floating) over the undertaking, property and uncalled capital or any part thereof of the Company and, subject 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.

21. Officers indemnity insurance

Without prejudice to the provisions of Regulation 118 of Table A, the Directors shall have the 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 undertaking which is (a) the parent undertaking of the Company or (b) a subsidiary undertaking of the Company or (c) otherwise allied to or associated with the Company or any such parent undertaking or subsidiary undertaking or in which the Company or such parent undertaking or subsidiary undertaking has any interest, whether directly or indirectly, or who are or were at any time trustees of any retirement benefits scheme or employees' share scheme in which employees of the Company or any such other 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 undertaking, retirement benefits scheme or employees' share scheme.

DELEGATION OF DIRECTORS' POWERS

22. No delegation to committees

The Directors may not delegate any of their powers to any committee of Directors and Regulation 72 of Table A shall be deemed amended accordingly.

DIRECTORS NOT TO RETIRE BY ROTATION

23. Directors not to retire by rotation

The Directors shall not be subject to retirement by rotation.



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company Number

131773

The Registrar of Companies for Scotland hereby certifies that

PACIFIC SHELF 406 LIMITED

having by special resolution changed its name, is now incorporated
under the name of

**EDINBURGH INTERNATIONAL CONFERENCE CENTRE
LIMITED**

Given at Companies House, Edinburgh, the

12 NOVEMBER 1991

Registrar of Companies



Accordingly, the words "and may also determine the rotation in which any additional directors are to retire" in Regulation 78 of Table A, the words "and shall not be taken into account in determining the directors who are to retire by rotation at the meeting" in Regulation 79 of Table A and the last sentence of Regulation 84 of Table A shall not apply to the Company.

REMUNERATION OF DIRECTORS

24. Remuneration of Directors

If any Director or other officer of the Company shall be called upon to perform special services, the Directors may arrange with such Director or other officer for payment to him of such special remuneration for such services either by way of salary, commission or a fixed sum as they think fit.

PROCEEDINGS OF DIRECTORS

25. Meetings of Directors

Subject to the provisions of these Articles, the Directors may regulate their proceedings as they think fit. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Directors. It shall not be necessary to give notice of a meeting to a Director who shall be absent from the United Kingdom. Questions arising at any meeting shall be decided on a majority of votes whether such majority shall consist of a whole or a fraction of a vote and for this purpose fractions of a vote shall be taken into account and, in the case of an equality of votes, the Chairman shall have

a casting vote. The "A" Directors shall have three votes, such votes to be divided equally between such "A" Directors present and voting at any meeting, and the "B" Directors shall have, in addition to the Chairman's casting vote, three votes, such votes (other than the Chairman's casting vote) to be divided equally between such "B" Directors present and voting at any meeting. For the purposes of these Articles, where the context so admits, any alternate director present at any meeting of the Directors shall be deemed to be the Director he represents.

26. Meetings by conference

Without prejudice to any other provision of these Articles or of the Regulations of Table A (insofar as applicable to the Company), a meeting of the Directors may consist of a conference between Directors not all in one place, but of whom each is able to speak to each of the others and to be heard by each of the others simultaneously. A Director taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating in the conference is assembled or, if there is no such group, where the Chairman of the meeting then is. Accordingly, the word "meeting" when referring to a meeting of the Directors in these Articles and in the Regulations of Table A (insofar as applicable to the Company) shall be construed accordingly.

27. Quorum

The quorum for the transaction of the business at any meeting of the Directors shall be two, of whom one shall be an "A" Director and one shall be a "B" Director. A person who holds office only as an alternate director shall, if his appointor is not present at the meeting, be counted in the quorum.

28. "B" Shareholder to appoint Chairman

The "B" Shareholder shall be entitled by notice in writing delivered to the Company to appoint one of the "B" Directors as the Chairman of the Board of Directors of the Company and, at any time by like notice, to remove from office the Chairman so appointed and to appoint another "B" Director as the Chairman in his place. Every appointment or removal of the Chairman by the "B" Shareholder pursuant to this Article shall be effected by notice in writing either (i) lodged at the registered office of the Company or (ii) delivered to a duly constituted meeting of the Directors of the Company (whether at the beginning or at any time during such meeting) and signed by the "B" Shareholder or by a director or authorised officer of the "B" Shareholder or by the other "B" Directors (or their alternates) and shall take immediate effect as at the actual time of such lodgment or delivery or at such later time as shall be specified in the notice. The Chairman appointed as aforesaid shall preside at every meeting of the Directors at which he is present but if such Chairman is not present within five minutes after the time appointed for the meeting, the "B" Directors present shall nominate one of them to preside as Chairman and, if only one

"B" Director is present, he shall preside as Chairman. If no "B" Director is present and, as the case may be, so nominated and willing to act within fifteen minutes after the time appointed for the holding of the meeting, the meeting shall be dissolved.

29. Directors' interests

No Director shall be disqualified by his office from contracting with the Company whether as vendor, purchaser or otherwise nor from holding any office (except that of Auditor) or other place of profit under or from being employed by the Company nor shall any such contract, office or employment or any contract or arrangement entered into by or on behalf of the Company or any other matter in which any Director shall be in any way interested, whether directly or indirectly, be avoided or affected by reason of such Director holding that office or of the fiduciary relationship thereby established and any Director so contracting, holding office or being employed or being so interested shall be counted in the quorum present at any meeting of the Directors and shall be entitled to deliberate and vote in respect of any such contract, office, employment, arrangement or matter and shall not be liable to account to the Company for any profit realised by any such contract, office, employment, arrangement or matter but the nature of his interest must be disclosed in the manner provided by Section 317 of the Act.

NOTICES

30. Notices

Every Director of the Company and every alternate director

shall be entitled to receive notices of general meetings (at his usual address or such other address as he may notify to the Company) in addition to the persons so entitled under the Act.

*Certified a true copy of the original
at Glasgow on 2nd December 1992*

ERNST & YOUNG

Chartered Accountants
17 Abercromby Place
Edinburgh EH3 6LT

Phone 031-556 8641
Telex 72176
Fax 031-556 5156

SC 131773

PRIVATE AND CONFIDENTIAL

The Directors
Edinburgh International Conference Centre Limited
c/o Semple, Fraser, Haniford, Di Ciacca WS
Scottish Life House
48 St Vincent Street
GLASGOW
G2 5TS

12 November 1992

GCC/EMcC

Dear Sirs

MEMBER'S WRITTEN RESOLUTION

We hereby confirm as auditors of Edinburgh International Conference Centre Limited ("the Company") for the purposes of S381B of the Companies Act 1985 that the written resolution of members of the Company, a copy of which has been received by us and is attached hereto and is initialled by us for the purposes of identification, does not concern us as auditors.

Yours faithfully

Gordon Clough

Partner, for and on behalf of Ernst & Young

3 DEC 1992

Also at 39 Melville Street, Edinburgh, EH3 7JL
Phone: 031-226 4621
A list of partners' names is available for inspection at the above address.
Authorised by The Institute of Chartered Accountants in England and Wales to carry on investment business.

Certified a true copy of
the original at Glasgow
on 2nd December 1992

EDINBURGH INTERNATIONAL CONFERENCE CENTRE LIMITED
(Registration no. 131773)

WRITTEN RESOLUTION of members of the Company under s 381A of the
Companies Act 1985.

We, the undersigned, being members of the Company entitled to attend and
vote at general meetings of the Company, in terms of s 381A of the
Companies Act 1985 DO HEREBY RESOLVE as follows:-

That the Company hereby elects in accordance with Section 366A of
the Companies Act 1985 to dispense with the obligation to hold an
annual general meeting of the Company.

John Bonnar

.....
On behalf of Lothian and Edinburgh Enterprise Limited

Date: 13th November 1992

23 DEC 1992

Certified a true copy of
the original at Glasgow
on 2nd December 1992

EDINBURGH INTERNATIONAL CONFERENCE CENTRE LIMITED
(Registered no. 131773)

WRITTEN RESOLUTION of members of the Company under s 381A of the
Companies Act 1985.

We, the undersigned, being members of the Company entitled to
attend and vote at general meetings of the Company, in terms of
s 381A of the Companies Act 1985 DO HEREBY RESOLVE as follows:-

That the Company hereby elects in accordance with Section
366A of the Companies Act 1985 to dispense with the
obligation to hold an annual general meeting of the
Company.

.....
Authorised signatory for and on behalf
of *Edinburgh International Conference Centre*
Date: *12.11.92*

EDINBURGH INTERNATIONAL CONFERENCE CENTRE LIMITED

(REGISTERED NUMBER 131773)

("the Company")

WRITTEN RESOLUTION of the members of the Company under section 381A of the Companies Acts 1985 to 1989 ("the Act").

WE, the undersigned, being the whole members of the Company entitled to attend and vote at general meetings of the Company, in terms of Section 381A of the Act DO HEREBY RESOLVE as follows:-

1. THAT the Accounts for the year ended 31st March 1994 be approved, and Messrs. Ernst & Young of 17 Abercromby Place, Edinburgh, be re-appointed as Auditors of the Company in accordance with section 385(2) of the Act.
2. THAT the election in section 252(1) of the Act to dispense with the laying of Accounts and Reports before general meetings be adopted in accordance with Section 379A(1) of the Act.
3. THAT the election in Section 386(1) of the Act to dispense with the obligation to appoint Auditors annually be adopted in accordance with Section 379A(1) of the Act.

~~For and on behalf of City of
Edinburgh District Council~~

.....
William Blyth, Member
Date: ... 3/8/94

For and on behalf of Lothian
and Edinburgh Enterprise
Limited

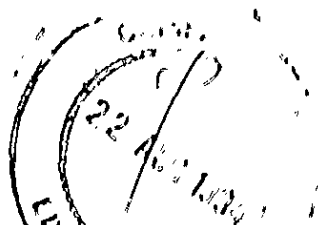
... *M. F. L.*
Member
Date: ... 20/7/94

.....
Member
Date: ... 29.7.94

For and on behalf of City of
Edinburgh District Council

12/1/94 PROPER OFFICER
Member
Date: 4 AUG 1994

REF: MLQ/GK
DOC: EICCWP.DOC
21 July 1994 9:03am



EDINBURGH INTERNATIONAL CONFERENCE CENTRE LIMITED
(Incorporated in Scotland, company no. 131773)

At an Extraordinary General Meeting of Edinburgh International Conference Centre Limited held on 25th November 1994 the following resolution was duly passed as a Special Resolution:

"THAT the Articles of Association of the Company be amended as follows:-

(A) By amending the definition of EDC in Article 2 by adding the words "and any statutory successor including the Unitary Authority after defined" at the end thereof and by inserting the following new definitions in Article 2:-

(1) " "C" Director the Director of the Company as defined in Article 18 hereof (which for the avoidance of doubt shall include any alternate of the "C" Director); "

(2) " LRC Lothian Regional Council, the Local Authority for the said Region under the Local Government (Scotland) Act 1973 and having its Principal Office at George IV Bridge, Edinburgh; ", and



(3) " the Unitary any unitary authority for Authority" Edinburgh which may succeed EDC and LRC.

(B) By deleting Article 14 and substituting therefor the following new Article 14:-

"14. Limits on number of Directors

(a) The number of Directors (other than alternate Directors) shall be not less than two and, until

the Unitary Authority succeeds EDC and LRC, shall not exceed a total of seven, constituted by a maximum of three "A" Directors, a maximum of three "B" Directors and one "C" Director and thereafter shall not exceed a total of six, constituted by a maximum of three "A" Directors and a maximum of three "B" directors.

- (b) Regulation 81 of Table A shall be deemed extended by the addition of a further paragraph (f):-

"(f) he shall be removed pursuant to any power of removal contained in Articles 16, 17 or 18 of the Company's Articles of Association."."

- (C) By inserting after Article 17 the following new Article 18 and re-numbering existing Articles 18 to 30 and all references to such Articles accordingly:-

"18. Appointment and removal of "C" Director

Until the Unitary Authority succeeds EDC and LRC, LRC shall be entitled by notice in writing delivered to the Company to appoint up to one person as a Director of the Company (referred to in these Articles as the "C" Director") and at any time by like notice to remove from office the "C" Director so appointed by LRC and to appoint another person as the "C" Director in the place of the "C" Director so appointed who may be removed from office or who may die, resign or otherwise vacate office Provided that upon the Unitary Authority succeeding EDC and LRC the "C" Director shall be deemed to have been removed from office as a director with effect from the date of such succession. Every appointment or removal of the "C" Director by LRC made pursuant to this Article (other than any such

removal which shall be deemed to have occurred by virtue of the preceding sentence) shall be effected by notice in writing either (i) lodged at the registered office of the Company or (ii) delivered to a duly constituted meeting of the Directors of the Company (whether at the beginning or at any time during such meeting) and signed by LRC or by a director or authorised officer of LRC and shall take immediate effect as at the actual time of such lodgment or delivery or at such later time as shall be specified in the notice. The "C" Director may only be appointed pursuant to the provisions of this Article."

- (D) By inserting the following before the last sentence in Article 26 (Meetings of Directors) (as re-numbered pursuant to paragraph (C) of this Resolution):-

"The "C" Director shall have one vote".

..........
Director

THE COMPANIES ACTS 1985 and 1989

Director

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

EDINBURGH INTERNATIONAL CONFERENCE CENTRE LIMITED

(adopted by Special Resolution passed on 27 March 1992 and amended by Special Resolution passed on 25th November 1994)

PRELIMINARY

1. Application of statutory provisions

- (a) The Regulations contained in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (which Table is hereinafter referred to as "Table A") shall, save insofar as they are excluded by or inconsistent with the following provisions apply to the Company.
- (b) Regulations 24, 40, 42, 43, 46, 64, 73, 74, 75, 76, 77, 88, 89, 91, 94, 95, 96 and 101 of Table A shall not apply to the Company.

2. Definitions

In these Articles, if not inconsistent with the subjects or context, the words in the first column below have the meanings set opposite them in the second column:-

Words

Meanings

Act

The Companies Act 1985 as amended, modified or re-enacted from time to time;

"A" Directors

the Directors of the Company as defined in Article 16 hereof (which for the avoidance of doubt shall include any alternate of an "A" Director);

"A" Shareholder

the holder of the "A" Share (as defined in Article 4 hereof);

these Articles

these Articles of Association of the Company;



Associate	in relation to a company, any company which for the time being and from time to time is a holding company of such company or a subsidiary of any such company (including any subsidiary of such company) and, in addition, in relation to EDC means any company under the control (as defined in Section 840 of the Income and Corporation Taxes Act 1988) of ^;
"B" Directors	the Directors of the Company as defined in Article 17 hereof (which for the avoidance of doubt shall include any alternate of a "B" Director);
"B" Shareholder	the holder of the "B" share (as defined in Article 4 hereof;
"C" Director	the Director of the Company as defined in Article 18 hereof (which for the avoidance of doubt shall include any alternate of the "C" Director);
EDC	The City of Edinburgh District Council, the local Authority for the said District under the Local Government (Scotland) Act 1973 and having its Principal Offices at the City Chambers, High Street, Edinburgh and any statutory successor including the Unitary Authority after defined;
LEEL	Lothian and Edinburgh Enterprise Limited, incorporated under the Companies Acts (registered number 124701) and having its Registered Office at 12 Hope Street, Edinburgh;
LRC	Lothian Regional Council, the Local Authority for the said Region under the Local Government (Scotland) Act 1973 and having its Principal Office at George IV Bridge, Edinburgh;
the Statutes	the Act and every other Act for the time being in force

concerning companies and
affecting the Company; and

the Unitary Authority any unitary authority for
Edinburgh which may succeed EDC
and LRC.

PRIVATE COMPANY

3. Private Company

The Company is a private company and accordingly no invitation shall be made to the public to subscribe for any shares or debentures of the Company.

SHARE CAPITAL

4. (a) Share Capital

The share capital of the Company at the date of adoption of these Articles as the Articles of Association of the Company is £55,001,000.02 divided into one "A" Redeemable Preference Share of 1p (hereinafter referred to as the "A" Share"), one "B" Redeemable Preference Share of 1p (hereinafter referred to as the "B" Share"), 1,000 Ordinary Shares of £1 each (hereinafter referred to as "Ordinary Shares") and 55,000,000 Preferred Ordinary Shares of £1 each (hereinafter referred to as "Preferred Shares"). For the purposes of these Articles, the "A/B" Shares" means the "A" Share and/or the "B" Share and "A/B" Share" shall be construed accordingly.

(b) Classes and rights of "A" Share and "B" Share

The "A" Share and the "B" Share shall be separate classes of shares but, save as expressly provided in these Articles, shall carry the same rights and privileges and shall, as between themselves, rank pari passu in all respects.

(c) Classes and rights of Ordinary Shares and Preferred Shares

The Ordinary Shares and the Preferred Shares shall be separate classes of shares but, save as expressly provided in these Articles, shall carry the same rights and privileges and shall, as between themselves, rank pari passu in all respects.

"A/B" SHARES

5. (a) Issue, holding and transfer

The "A" Share may only be issued to, held by and transferred to either LEEL or an Associate of LEEL. The "B" Share may only be issued to, held by and transferred to either EDC or an Associate of EDC.

(b) Variation of rights of the "A/B" Shares

Notwithstanding any provision in these Articles to the contrary, each of the following matters shall be deemed to be a variation of the rights attaching to the "A/B" Shares and shall accordingly be effective only with the consent in writing of the "A" Shareholder and the "B" Shareholder and without such consent shall not be done or caused to be done:-

- (i) the alteration, increase or reduction of the authorised or issued share capital of the Company or of any subsidiary of the Company (including the subdivision or consolidation of any share), or by any variation of the rights, privileges or restrictions attaching to any of the "A/B" Shares and the Ordinary Shares and the Preferred Shares for the time being in the share capital of the Company or in any shares in the share capital of any subsidiary of the Company;
- (ii) the alteration to or modification of the rights, privileges or restrictions attaching to any class of share in the share capital of the Company or any of its subsidiaries;
- (iii) the Company making or paying any dividend (including an interim dividend) to the holders of Ordinary Shares and the Preferred Shares or making any other capital or revenue distribution (including any deemed distribution) other than a distribution of capital to the holders of the "A/B" Shares;
- (iv) capitalising any profits of the Company or capitalising any sums standing at credit of the share premium account or capital redemption reserve or other reserve of the Company;
- (v) the sale, disposal or transfer of any share (other than an "A/B" Share in accordance with these Articles) in the share capital of the Company;

- (vi) the entering into of a contract by the Company to purchase any of its shares or the passing of a resolution to approve such a contract;
- (vii) the giving to the Directors of the Company of any authority to allot relevant securities for the purposes of Section 80 of the Act (except in so far as any such authority is contained in these Articles);
- (viii) any alteration to the Memorandum and/or Articles of Association of the Company or the adoption of new Articles of Association by the Company;
- (ix) notwithstanding any other provision of these Articles, the calling of a meeting of the Company for the purpose of, or inter alia for the purpose of, considering a resolution for the winding up of the Company or considering a resolution for the appointment of an administrator of the Company or the making of a voluntary arrangement in respect of the Company;
- (x) the Company ceasing to trade;
- (xi) the calling of a meeting of the Company for the purpose of effecting or improving any matter which would by virtue of this Article 5 be a variation of the rights attaching to the "A/B" Shares;
- (xii) the creation or issue of any debenture or loan stock of the Company which is or may become convertible into shares of the Company; and
- (xiii) without prejudice to any of sub-paragraphs (i) to (xii) (inclusive) of this paragraph (b), the passing of a Special or an Ordinary Resolution.

(c) Entitlement to Receive Notice

The "A" Shareholder and the "B" Shareholder shall each be entitled to receive notice of, and to attend and speak at, any general meeting or any separate meeting of the holders of any class of shares, but the "A" Share and the "B" Share (as the case may be) shall carry no right to vote nor any other rights at any such meeting but shall be entitled to receive a copy of each resolution passed at any such meeting within

seven days of the passing of such resolution. The "A" Shareholder and the "B" Shareholder shall also be entitled to receive a copy of each resolution which is proposed to be passed as a written resolution and each circular sent by the Company to the holders of any class of shares at the same time as such proposed resolution or circular is sent by the Company to such holders.

(d) Participation in Capital and Profits

In a distribution of capital on the winding up of the Company or otherwise, each of the "A" Shareholder and the "B" Shareholder shall be entitled to repayment of the capital paid-up or treated for the purposes of the Statutes as paid-up on the "A" Share and the "B" Share respectively in priority to any repayment of capital to any other member of the Company. The "A/B" Shares shall confer no other right to participate in the capital, and no right to participate in the profits, of the Company.

(e) Redemption

Subject to the provisions of the Statutes and to earlier redemption in accordance with the following provisions of this paragraph (e), the "A/B" Shares shall be redeemed on 31 March 2002 and any "A/B" Shares not redeemed on 31 March 2002 shall be redeemed forthwith upon redemption becoming permissible under the Statutes. Notwithstanding the foregoing provisions of this paragraph (e), the "A" Shareholder may, subject to the provisions of the Statutes, require the Company to redeem the "A" Share at par at any time by giving written notice to the Company at its registered office and delivering the relevant share certificate to the registered office and the "B" Shareholder may, subject to the provisions of the Statutes, require the Company to redeem the "B" Share at par at any time by giving written notice to the Company at the registered office and delivering the relevant share certificate to the registered office.

ORDINARY SHARES AND PREFERRED SHARES

6. The rights attaching to the Ordinary Shares and the Preferred Shares shall be as follows:-

(a) As regards income:

The profits of the Company available for dividend and resolved to be distributed shall be distributed by way of dividend among the holders of the Ordinary Shares and the Preferred Shares rateably according to the

number of Ordinary Shares and Preferred Shares held by them respectively.

(b) As regards capital:

In a distribution of capital on the winding up of the Company or otherwise and subject to the repayment of the capital paid-up or treated for the purposes of the Statutes as paid-up on the "A" Share and the "B" Share respectively in accordance with paragraph (d) of Article 5 of these Articles, the assets of the Company available for distribution among the members of the Company shall be applied as follows:-

Firstly, in repaying to the holders of the Preferred Shares the sum of £1 each for each Preferred Share held by them respectively.

Secondly, in repaying to the holders of the Ordinary Shares the sum of £1 for each Ordinary Share held by them respectively.

Thereafter the balance of such assets shall be distributed among the holders of the Ordinary Shares and the Preferred Shares rateably according to the number of Ordinary Shares and Preferred Shares held by them respectively.

(c) As regards voting:

Subject to the provisions of paragraph (c) of Article 5 of these Articles, at any General Meeting of the Company, on a show of hands every member of the Company who is present in person or by proxy or (being a corporation) by representative and entitled to vote shall have one vote and on a poll every member who is present in person or by proxy or (being a corporation) by representative and entitled to vote shall have one vote for each share of whatever class held by him.

CLASS RIGHTS

7. Method of Varying Class Rights

Whenever the share capital of the Company is divided into different classes of shares, the rights attached to any class of share may be varied or abrogated, either whilst the Company is a going concern or during or in contemplation of a winding up, with the consent in writing of the holder or 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 relating to general meetings of the Company or to the proceedings thereat 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 and that the holders of shares of the class shall on a poll (which may be demanded by any holder of shares of the class present in person or by proxy or, if the holder is a corporation, by corporate representative) have one vote in respect of every share of the class held by them respectively; provided that, without prejudice to the generality of this Article, the rights attached to any class of share shall be deemed to be varied:-

- (a) by an alteration, increase or reduction of the authorised or issued share capital of the Company or of any subsidiary of the Company (including the subdivision or consolidation of any share) or by any variation of the rights, privileges or restrictions attaching to any class of share in the share capital of the Company or in the share capital of any subsidiary of the Company;
- (b) by the creation or issue of any debenture or loan stock of the Company which is or may become convertible into shares of the Company; and
- (c) by any alteration to the Memorandum and/or Articles of Association of the Company or by the adoption of new Articles of Association by the Company.

8. When rights of "A/B" Shares deemed not to be varied

The rights of the "A/B" Shares shall be deemed not to be varied except in the circumstances described in paragraph (b) of Article 5 hereof.

ALLOTMENT OF SHARES

9. Allotment of Shares

- (a) All unissued Ordinary Shares and Preferred Shares forming part of the share capital of the Company at the date of adoption of these Articles as the Articles of Association of the Company shall be at the disposal of the Directors, and the Directors are authorised by this paragraph (a) to allot, grant options over or otherwise deal with or dispose of the same to such persons and at such times and on such terms and conditions as they think proper, but the authority given to the Directors in this paragraph (a) shall terminate on the date five years from the date of adoption of these Articles as the Articles of Association of the Company and thereafter no Ordinary

Shares or Preferred Shares shall be allotted or issued by the Directors (other than in pursuance of an offer or agreement made by the Company before the expiry of the foresaid authority) unless the Directors are, in accordance with Section 80 of the Act, authorised to do so by the Company in general meeting.

- (b) The unissued "A" Share and "B" Share forming part of the share capital of the Company as at the date of adoption of these Articles as the Articles of Association of the Company may only be issued to LEEL and EDC respectively and the Directors are authorised by this paragraph (b) to allot the "A" Share and the "B" Share to LEEL and EDC respectively on such terms and conditions as they think proper, but the authority given to the Directors in this paragraph (b) shall terminate on the date three months from the date of adoption of these Articles as the Articles of Association of the Company and thereafter neither the "A" Share nor the "B" Share shall be allotted or issued by the Directors, other than in pursuance of an offer or agreement made by the Company before the expiry of the foresaid authority unless the Directors are, in accordance with Section 80 of the Act, authorised to do so by the Company in general meeting.

SHARE CERTIFICATES

10. Share certificates

Every share certificate shall be signed on behalf of the Company by two Directors of the Company or by one Director and the Secretary of the Company or by two persons authorised to sign share certificates on behalf of the Company. Accordingly, the penultimate sentence of Regulation 6 of Table A shall not apply to the Company.

TRANSFER OF SHARES

11. Refusal to register

The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share (including an "A/B" Share), whether or not it is a fully paid share, unless:-

- (a) such transfer (including the transfer of an "A/B" Share other than a transfer pursuant to sub-paragraphs (b) and (c) of this Article) has been approved in writing by each of the "A" Shareholder and the "B" Shareholder; or
- (b) such transfer is a transfer by LEEL of the "A" Share to an Associate of LEEL; or

- (c) such transfer is a transfer by EDC of the "B" Share to an Associate of EDC;

in which case the Directors shall be bound to approve and register a transfer to such transferee as may be named therein.

NOTICE OF GENERAL MEETINGS

12. Notice to contain information of right to appoint proxies

Every notice convening a general meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to members with regard to their right to appoint proxies.

PROCEEDINGS AT GENERAL MEETINGS

13. Right to vote

A resolution put to the vote of a general meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded. A poll may be demanded by the chairman or by any member present in person or by proxy or, if the member is a corporation, by corporate representative. A demand by a person as proxy or corporate representative for a member shall be the same as a demand by the member.

DIRECTORS

14. Limits on number of Directors

- (a) The number of Directors (other than alternate Directors) shall be not less than two and, until the Unitary Authority succeeds EDC and LRC shall not exceed a total of seven, constituted by a maximum of three "A" Directors, a maximum of three "B" Directors and one "C" Director and thereafter shall not exceed a total of six, constituted by a maximum of three "A" Directors and a maximum of three "B" Directors.

- (b) Regulation 81 of Table A shall be deemed extended by the addition of a further paragraph (f):-

"(f) he shall be removed pursuant to any power of removal contained in Articles 16, 17 or 18 of the Company's Articles of Association."

15. Director need not be member

A Director shall not be required to hold any share of the Company by way of qualification.

16. Appointment and removal of "A" Directors

The "A" Shareholder shall be entitled by notice in writing delivered to the Company to appoint up to three persons as Directors of the Company (referred to in these Articles as "A" Directors" and "A" Director" shall be construed accordingly) (such appointments to be made either collectively or individually) and at any time by like notice to remove from office any "A" Director so appointed by the "A" Shareholder and to appoint another person as an "A" Director in the place of any "A" Director so appointed who may be removed from office or who may die, resign or otherwise vacate office. Every appointment or removal of an "A" Director by the "A" Shareholder made pursuant to this Article shall be effected by notice in writing either (i) lodged at the registered office of the Company or (ii) delivered to a duly constituted meeting of the Directors of the Company (whether at the beginning or at any time during such meeting) and signed by the "A" Shareholder or by a director or authorised officer of the "A" Shareholder or by an existing "A" Director (or his alternate) and shall take immediate effect as at the actual time of such lodgment or delivery or at such later time as shall be specified in the notice. "A" Directors may only be appointed pursuant to the provisions of this Article.

17. Appointment and removal of "B" Directors

The "B" Shareholder shall be entitled by notice in writing delivered to the Company to appoint up to three persons as Directors of the Company (referred to in these Articles as "B" Directors" and "B" Director" shall be construed accordingly) (such appointments to be made either collectively or individually) and at any time by like notice to remove from office any "B" Director so appointed by the "B" Shareholder and to appoint another person as a "B" Director in the place of any "B" Director so appointed who may be removed from office or who may die, resign or otherwise vacate office. Every appointment or removal of a "B" Director by the "B" Shareholder made pursuant to this Article shall be effected by notice in writing either (i) lodged at the registered office of the company or (ii) delivered to a duly constituted meeting of the Directors of the Company (whether at the beginning or at any time during such meeting) and signed by the "B" Shareholder or by a director or authorised officer of the "B" Shareholder or by an existing "B" Director (or his alternate) and shall take immediate effect as at the actual time of such lodgment or delivery or at such later time as shall be specified in the notice. "B" Directors may only be appointed pursuant to the provisions of this Article.

18. Appointment and removal of "C" Director

Until the Unitary Authority succeeds EDC and LRC, LRC shall be entitled by notice in writing delivered to the Company to appoint up to one person as a Director of the Company (referred to in these Articles as the "C" Director") and at any time by like notice to remove from office the "C" Director so appointed by LRC and to appoint another person as the "C" Director in the place of the "C" Director so appointed who may be removed from office or who may die, resign or otherwise vacate office. Provided that upon the Unitary Authority succeeding EDC and LRC the "C" Director shall be deemed to have been removed from office as a Director with effect from the date of such succession. Every appointment or removal of the "C" Director by LRC made pursuant to this Article (Other than any such removal which shall be deemed to have occurred by virtue of the preceding sentence) shall be effected by notice in writing either (i) lodged at the registered office of the Company or (ii) delivered to a duly constituted meeting of the Directors of the Company (whether at the beginning or at any time during such meeting) and signed by LRC or by a director or authorised officer of LRC and shall take immediate effect as at the actual time of such lodgement or delivery or at such later time as shall be specified in the notice. The "C" Director may only be appointed pursuant to the provisions of this Article.

19. Right of holders of Ordinary Shares to appoint Directors

The holders of the Ordinary shares and the Preferred Shares shall not be entitled to appoint any person as a Director of the Company for as long as both of the "A" Share and the "B" Share are in issue and have not been redeemed in accordance with the provisions of these Articles. For the avoidance of doubt, prior to the issue of both the "A" Share and the "B" Share or on the redemption of either of the "A" Share and the "B" Share, the provisions of Articles 11, 14, 16, 17, 26, 28 and 29 of these Articles shall cease to apply to the Company and the provisions of Regulations 24, 88, 89 and 91 of Table A shall (notwithstanding the provisions of paragraph (b) of Article 1 hereof) apply to the Company.

20. Eligibility for election

Following the redemption of either the "A" Share and the "B" Share, no person shall be appointed or re-appointed a Director at any general meeting of the Company unless:-

- (a) he is recommended by the Directors; or
- (b) no less than three nor more than twenty-one days before the date appointed for the general meeting

there shall have been left at the registered office of the Company a notice in writing signed by a member duly qualified to attend and vote at the general meeting of his intention to propose such person for appointment or re-appointment, and also notice in writing signed by that person of his willingness to be appointed or re-appointed.

Forthwith after any such notice as is referred to in this Article is left at the registered office of the Company, the Directors shall send a copy of such notice to each member of the Company.

POWERS OF DIRECTORS

21. Borrowing powers

The Directors may exercise all the powers of the Company to borrow money without limits to amount and upon such terms and in such manner as they think fit and to grant any mortgage or charge (either fixed or floating) over the undertaking, property and uncalled capital or any part thereof of the Company and, subject 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.

22. Officers indemnity insurance

Without prejudice to the provisions of Regulation 118 of Table A, the Directors shall have the 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 undertaking which is (a) the parent undertaking of the Company or (b) a subsidiary undertaking of the Company or (c) otherwise allied to or associated with the Company or any such parent undertaking or subsidiary undertaking or in which the Company or such parent undertaking or subsidiary undertaking has any interest, whether directly or indirectly, or who are or were at any time trustees of any retirement benefits scheme or employees' share scheme in which employees of the Company or any such other 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 undertaking, retirement benefits scheme or employees' share scheme.

DELEGATION OF DIRECTORS' POWERS

23. No delegation to committees

The Directors may not delegate any of their powers to any committee of Directors and Regulation 72 of Table A shall be deemed amended accordingly.

DIRECTORS NOT TO RETIRE BY ROTATION

24. Directors not to retire by rotation

The Directors shall not be subject to retirement by rotation. Accordingly, the words "and may also determine the rotation in which any additional directors are to retire" in Regulation 78 of Table A, the words "and shall not be taken into account in determining the directors who are to retire by rotation at the meeting" in Regulation 79 of Table A and the last sentence of Regulation 84 of Table A shall not apply to the Company.

REMUNERATION OF DIRECTORS

25. Remuneration of Directors

If any Director or other officer of the Company shall be called upon to perform special services, the Directors may arrange with such Director or other officer for payment to him of such special remuneration for such services either by way of salary, commission or a fixed sum as they think fit.

PROCEEDINGS OF DIRECTORS

26. Meetings of Directors

Subject to the provisions of these Articles, the Directors may regulate their proceedings as they think fit. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Directors. It shall not be necessary to give notice of a meeting to a Director who shall be absent from the United Kingdom. Questions arising at any meeting shall be decided on a majority of votes whether such majority shall consist of a whole or a fraction of a vote and for this purpose fractions of a vote shall be taken into account and, in the case of an equality of votes, the Chairman shall have a casting vote. The "A" Directors shall have three votes, such votes to be divided equally between such "A" Directors present and voting at any meeting, and the "B" Directors shall have, in addition to the Chairman's casting vote, three votes, such votes (other than the Chairman's casting vote) to be divided equally between such "B" Directors present and voting at any meeting. The "C" Director shall have one vote. For

the purposes of these Articles, where the context so admits, any alternate director present at any meeting of the Directors shall be deemed to be the Director he represents.

27. Meetings by conference

Without prejudice to any other provision of these Articles or of the Regulations of Table A (insofar as applicable to the Company), a meeting of the Directors may consist of a conference between Directors not all in one place, but of whom each is able to speak to each of the others and to be heard by each of the others simultaneously. A Director taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating in the conference is assembled or, if there is no such group, where the Chairman of the meeting then is. Accordingly, the word "meeting" when referring to a meeting of the Directors in these Articles and in the Regulations of Table A (insofar as applicable to the Company) shall be construed accordingly.

28. Quorum

The quorum for the transaction of the business at any meeting of the Directors shall be two, of whom one shall be an "A" Director and one shall be a "B" Director. A person who holds office only as an alternate director shall, if his appointor is not present at the meeting, be counted in the quorum.

29. "B" Shareholder to appoint Chairman

The "B" Shareholder shall be entitled by notice in writing delivered to the Company to appoint one of the "B" Directors as the Chairman of the Board of Directors of the Company and, at any time by like notice, to remove from office the Chairman so appointed and to appoint another "B" Director as the Chairman in his place. Every appointment or removal of the Chairman by the "B" Shareholder pursuant to this Article shall be effected by notice in writing either (i) lodged at the registered office of the Company or (ii) delivered to a duly constituted meeting of the Directors of the Company (whether at the beginning or at any time during such meeting) and signed by the "B" Shareholder or by a director or authorised officer of the "B" Shareholder or by the other "B" Directors (or their alternates) and shall take immediate effect as at the actual time of such lodgment or delivery or at such later time as shall be specified in the notice. The Chairman appointed as aforesaid shall preside at every meeting of the Directors at which he is present but if such Chairman

is not present within five minutes after the time appointed for the meeting, the "B" Directors present shall nominate one of them to preside as Chairman and, if only one "B" Director is present, he shall preside as Chairman. If no "B" Director is present and, as the case may be, so nominated and willing to act within fifteen minutes after the time appointed for the holding of the meeting, the meeting shall be dissolved.

30. Directors' interests

No Director shall be disqualified by his office from contracting with the Company whether as vendor, purchaser or otherwise nor from holding any office (except that of Auditor) or other place of profit under or from being employed by the Company nor shall any such contract, office or employment or any contract or arrangement entered into by or on behalf of the Company or any other matter in which any Director shall be in any way interested, whether directly or indirectly, be avoided or affected by reason of such Director holding that office or of the fiduciary relationship thereby established and any Director so contracting, holding office or being employed or being so interested shall be counted in the quorum present at any meeting of the Directors and shall be entitled to deliberate and vote in respect of any such contract, office, employment, arrangement or matter and shall not be liable to account to the Company for any profit realised by any such contract, office, employment, arrangement or matter but the nature of his interest must be disclosed in the manner provided by Section 317 of the Act.

NOTICES

31. Notices

Every Director of the Company and every alternate director shall be entitled to receive notices of general meetings (at his usual address or such other address as he may notify to the Company) in addition to the persons so entitled under the Act.