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THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

ROSSER & RUSSELL, LIMITED

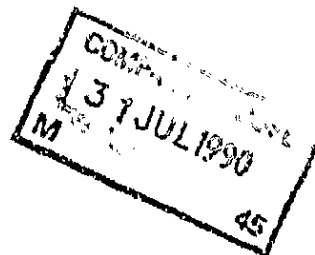
(Articles adopted on 13 April, 1987 and altered
by Special Resolutions passed on 30 July 1987 and 18 June 1990.)

ADOPTION OF TABLE A

1. In these articles "Table A" means Table A scheduled to the Companies (Tables A to F) Regulations 1985 as amended by any other subordinate legislation coming into operation prior to the date of adoption of these articles.
2. The regulations contained in Table A shall, except where they are excluded or modified by these articles, apply to the Company and, together with these articles, shall constitute the articles of the Company.
3. No regulations scheduled to any statute concerning companies shall apply to the Company.

INTERPRETATION

4. References in Table A and in these articles to writing include references to any method of representing or reproducing words in a legible and non-transitory form.



5 Save as provided in the last preceding article, words and expressions which bear particular meanings in Table A shall bear the same respective meanings in these articles

5 (A) The authorised share capital of the Company, upon the adoption of this Article 5(A) is £1,800,000 divided into 10,310,000 Ordinary Shares of 1p each ("Ordinary Shares"), 6,000 Participating Preference Shares of £1 each ("Participating Preference Shares") and 1,691,000 Deferred Shares of £1 each ("Deferred Shares")

5 (B) The rights, privileges, limitations and restrictions attaching to the Participating Preference Shares are as follows:-

(a) As regards income

The holders of the Participating Preference Shares shall have the right to be paid out of the profits available for distribution by way of dividend and resolved to be so distributed, in respect of each accounting revenue period of the Company, the first such period commencing on the date of issue and ending on 30 September 1990.

(i) in priority to any dividend payable to the holders of any other class of shares in the Company, a variable cumulative preference dividend (the "preference dividend") of $\frac{2}{3}$ (X plus 2) per cent. per annum of the nominal value of such shares where X is equal to 12 month LIBOR which preference dividend shall be payable to the holders thereof on the register at the close of business on the day immediately preceding the dividend payment date being the last business day of the Company's accounting reference period and for the purposes of calculating the preference dividend X shall be determined by National Westminster Bank Plc as 12 month LIBOR on the first day of the Company's accounting reference period, provided that for the accounting reference period ending

on 30 September 1990 X shall be 12 month LIBOR on the date of adoption of this Article 5(B);

- (ii) subject thereto and subject to the aggregate dividends paid in respect of the existing Ordinary Shares taken as a class in any year exceeding £28,000,000, a further dividend of one per cent of any remaining profits available for distribution by way of dividend and resolved to be so distributed

(b) As regards capital

On a winding up or on any other return of capital or return of assets on a liquidation, holders of the Participating Preference Shares shall have the right to have the surplus assets of the Company available for distribution amongst its members in accordance with these Articles applied, in priority to any other class of shares, as follows:

- (i) in paying to the holders of the Participating Preference Shares a sum equal to all arrears and accruals of the preference dividend calculated down to the date of commencement of winding up, of return of capital or of return of assets on a liquidation; and
- (ii) in paying to the holders of the Participating Preference Shares pro rata any amounts paid up or credited as paid up on such shares.

The Participating Preference Shares shall carry no further or other right to participate in the assets;

(c) As regards voting

The Participating Preference Shares shall confer no right on the holders thereof to receive notice of or to be present or

to vote either in person or by proxy at any general meeting of the Company unless:

- (i) the purpose of the meeting is to consider any proposal or resolution to approve the purchase by the Company of any of its share capital or otherwise to vary or amend any of the rights or privileges of any other class of shares from time to time in issue; or
- (ii) a resolution is to be proposed abrogating or directly and adversely varying any of the rights or privileges of the holders thereof as a class in which case such holders shall be entitled to vote at any such meeting only in respect of such resolution.

5. (C) The rights, privileges, limitations and restrictions attaching to the Deferred Shares are as follows:

(a) As regards income

The holders of the Deferred Shares shall, subject to the rights to payment of dividends to the holders of any other class of shares in the Company, be entitled to be paid thereon out of the profits available for distribution by way of dividend and resolved to be so distributed a fixed deferred dividend at the rate of 1p per annum. Such deferred dividend shall be payable yearly on the last business day of the Company's accounting reference period (or in the event of any such date not being a business day on the next succeeding business day) in each year in respect of the year ending on those dates, save that the first dividend in respect of the Deferred Shares shall be paid on 30 September 1990 in respect of the period from the date of adoption of this Article 5(c) to that date. The Deferred Shares shall carry no further or other right to participate in the profits of the Company.

(b) As regards capital

On a winding-up, the holders of the Deferred Shares shall have the right to have the surplus assets of the Company available for distribution amongst its members in accordance with these Articles applied, subject to Article 5(B)(b) but in priority to any other class of shares, in paying to the holders of the Deferred Shares a sum equal to all arrears of the fixed deferred dividend thereon due on the commencement of the winding-up and thereafter in paying the holders of the Deferred Shares pro rata any amounts paid or credited as paid up on such shares. The Deferred Shares shall carry on further or other right to participate in any other return of capital.

(c) As regards voting

The Deferred Shares shall confer no right on the holders thereof to receive notice of or to be present or to vote either in person or by proxy at any general meeting of the Company unless a resolution is to be proposed abrogating or directly and adversely varying any of the rights or privileges of the holders thereof as a class in which case such holders shall be entitled to vote at any such meeting only in respect of such resolution.

SHARE CAPITAL

6. Subject to the provisions of the Act, and in particular to the provisions of Section 80(4) of the Act concerning the maximum amount of share capital that may be allotted and the duration of the authority conferred by the relevant resolution of the Company, and also to any direction to the contrary which may be given by ordinary or other resolution of the Company, any unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the directors who may offer, allot, grant options over or

otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as they may determine

7. Section 89(1) of the Act shall not apply to the allotment by the Company of any equity security.

PURCHASE OF OWN SHARES

8. Subject to the provisions of the Act, the Company may enter into any contract for the purchase of all or any of its shares of any class (including any redeemable shares) and any contract under which it may, subject to any conditions, become entitled or obliged to purchase all or any of such shares may make payments in respect of the redemption or purchase of such shares otherwise than out of distributable profits or the proceeds of a fresh issue of shares. Every contract entered into pursuant to this article shall be authorised by such resolution of the Company as may for the time being be required by law but subject thereto the directors shall have full power to determine or approve the terms of any such contract. Neither the Company nor the directors shall be required to select the shares in question rateably or in any other particular manner as between the holders of shares of the same class or as between them and the holders of shares of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares. Subject to the provisions of the Act, the Company may agree to the variation of any contract entered into pursuant to this article and to the discharge of any of its rights or obligations under any such contract. Notwithstanding anything to the contrary contained in the articles, the rights attaching to any class of shares shall not be deemed to be varied by anything done by the Company pursuant to this article. Regulation 35 of Table A shall not apply.

GENERAL MEETINGS

9. The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date

not later than four weeks after receipt of the requisition.
Regulation 37 of Table A shall not apply.

NOTICE OF GENERAL MEETINGS

10. Notice of any general meeting need not be given to the directors in their capacity as such. Regulation 38 of Table A shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

11. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business, but the absence of a quorum shall not preclude the nomination, election or choice of a chairman which shall not be treated for this purpose as part of the business of the meeting. Save as otherwise provided by the next succeeding article, two members present in person or by proxy and entitled to vote shall be a quorum for all purposes. Regulation 40 of Table A shall not apply.

12. If a quorum is not present within fifteen minutes (or such longer time, not exceeding half an hour, as the chairman of the meeting may decide to wait) after the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to such day and at such time and place as the chairman of the meeting may determine and at such adjourned meeting one member present in person or by proxy (whatever the number of shares held by him) shall be a quorum. It shall not be necessary to give notice of any meeting adjourned through want of a quorum. Regulation 41 of Table A shall not apply.

VOTES OF MEMBERS

13. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and in any common form or in such other form as the directors may approve and shall be deemed to confer

authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates. Regulations 60 and 61 of Table A shall not apply.

ALTERNATE DIRECTORS

14. Any director (other than an alternate director) may appoint any other director, or any other person who is willing to act, to be an alternate director and may remove from office an alternate director so appointed by him. Regulation 65 of Table A shall not apply.

15. An alternate director shall cease to be an alternate director if his appointor ceases for any reason to be a director. Regulation 67 of Table A shall not apply.

POWERS OF DIRECTORS

16. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company upon such terms (including terms as to remuneration) as they may think fit and may delegate to any person so appointed any of the powers vested in or exercisable by them including power to sub-delegate. The directors may remove any person appointed under this article and may revoke or vary such delegation but no person dealing in good faith and without notice of any such revocation or variation shall be affected by it. Regulation 71 of Table A shall not apply.

17. The Company may exercise all the powers conferred by the Act with regard to having any official seal and such powers shall be vested in the directors. Subject to the provisions of the Act, any instrument to which an official seal is affixed shall be signed by such persons, if any, as the directors may from time to time determine.

APPOINTMENT AND REMOVAL OF DIRECTORS

18. Any member holding, or any members holding in aggregate, a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at general meetings of the Company by memorandum in writing signed by or on behalf of him or them and delivered to the office or tendered at a meeting of the directors or at a general meeting of the Company may at any time and from time to time appoint any person to be a director either to fill a vacancy or as an additional director or remove any director from office howsoever appointed.

19. Without prejudice to the powers conferred by the last preceding article any person may be appointed a director by the directors either to fill a vacancy or as an additional director.

20. No director shall be required to retire or vacate his office, and no person shall be ineligible for appointment as a director, by reason of his having attained any particular age.

21. Regulations 73 to 80 (inclusive) and the last sentence of regulation 84 of Table A shall not apply.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

22. The office of a director shall be vacated not only upon the happening of any of the events mentioned in regulation 81 of Table A but also if he is removed from office pursuant to these articles. Regulation 81 of Table A shall be modified accordingly.

DIRECTORS GRATUITIES AND PENSIONS

23. The directors may exercise all the powers of the Company to provide benefits, either by the payment of gratuities or pensions or by insurance or in any other manner whether similar to the foregoing or not, for any director or former director or the relations, connections

or dependants of any director or former director who holds or has held any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or with a predecessor in business of the Company or of any such body corporate and may contribute to any fund and pay premiums for the purchase or provision of any such benefit. No director or former director shall be accountable to the Company or the members for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the Company. Regulation 87 of Table A shall not apply.

24. The directors may by resolution exercise any power conferred by the Act to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or that subsidiary.

PROCEEDINGS OF DIRECTORS

25. A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract (within the meaning of section 317 of the Act) with the Company shall declare the nature of his interest at a meeting of the directors in accordance with that section. Subject where applicable to such disclosure, a director shall be entitled to vote in respect of any such contract or proposed contract in which he is interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present. Regulations 94 to 96 (inclusive) of Table A shall not apply.

NOTICES

26. Any notice or other document may be served on or delivered to any member by the Company either personally or by sending it by post in a prepaid envelope or wrapper addressed to the member at his registered address, or by leaving it at that address addressed to the member, or by

any other means authorised in writing by the member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Regulation 112 of Table A shall be modified accordingly.

27. Any notice or other document, if sent by post, shall be deemed to have been served or delivered on the day following that on which it was put in the post and, on proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so left. Regulation 115 of Table A shall not apply.

28. Any notice or other document may be served on or delivered to any person or persons entitled to a share in consequence of the death or bankruptcy of a member by the Company in any manner which would be permitted by these articles if the person or persons concerned were a member or were members and either addressed to him or them by name or by the title of representatives of the deceased or trustee of the bankrupt or by any like description at the address (if any) within the United Kingdom supplied by him or them for that purpose. Until such address has been supplied, a notice or other document may be served on or delivered to the person or persons so entitled in any manner in which it might have been served or given if the death or bankruptcy had not occurred. Regulation 116 of Table A shall not apply.

INDEMNITY

29. Subject to the provisions of the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him as such director or other officer or auditor in defending any proceedings, whether civil or criminal, in which judgment

is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability. Regulation 118 of Table A shall not apply.

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