

Company Number: 340825

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION

- of -

MITCHELL COTTS TRANSPORT SERVICES LIMITED

Passed the 1st day of July 1988

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on the above date the following Resolution was duly passed as a SPECIAL RESOLUTION of the Company:-

RESOLUTION

THAT the draft regulations contained in the printed document submitted to the Meeting and for the purpose of identification subscribed by the Chairman thereof be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of the Company.



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D A GALLOWAY
Chairman

COMPANY NO: 340825

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

N E W
ARTICLES OF ASSOCIATION

- of -

MITCHELL COTTS TRANSPORT
SERVICES LIMITED

(Adopted by Special Resolution
passed on 1st July 1988)

PRELIMINARY

- 1.(A) The Regulations contained in Table A scheduled to the Companies (Tables A to F) Regulations 1985 ("Table A") shall apply to the Company save in so far as they are varied or excluded by or are inconsistent with these Articles. In addition to such Regulations the following shall be the Articles of Association of the Company. Unless otherwise indicated any reference in these Articles to a Regulation of Table A shall be construed as a reference to the Regulation of that number contained in Table A.
- (B) In the final sentence of Regulation 1 of Table A the word "articles" shall be substituted for the word "regulations".
- (C) Any reference in these Articles to any enactment shall be construed as a reference thereto as consolidated amended modified or re-enacted from time to time but excluding any statutory consolidation amendment modification re-enactment not in force when these Articles become binding on the Company.

TRANSFER OF SHARES

2. The directors may, in their absolute discretion and without assigning any reason, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 of Table A shall not apply.

PROCEEDINGS AT GENERAL MEETINGS

- 3.(A) In the case of a corporation the signature of a director or the secretary or in the case of joint holders of a share the signature of any one of such joint holders, shall be sufficient for the purpose of passing a resolution in writing pursuant to Regulation 53 of Table A.
- (B) A director or the secretary of a corporation shall be deemed to be a duly authorised representative for the purpose of Regulations 40 and 54 of Table A.

DIRECTORS

4. Any person may be appointed to be a director, either to fill a casual vacancy in the number of the directors or as an additional director, or removed as a director by a memorandum in writing signed by or on behalf of the person or persons for the time being holding a majority in nominal value of the issued Ordinary Shares of the Company and such appointment or removal shall take effect upon lodgment of the memorandum at the registered office of the Company.
5. Regulations 73-78 (inclusive) and Regulation 80 of Table A shall not apply and Regulation 79 shall be modified accordingly.
6. The office of a director shall be vacated if he is removed from office under Article 4, and Regulation 81 shall be modified accordingly.
7. Save as otherwise determined by the Company, a person shall be capable of being appointed a director notwithstanding that he has attained the age of 70, a director shall not be required to vacate his office by virtue of his attaining the age of 70, no special notice need be given of a resolution appointing a director who has attained the age of 70 and it shall not be necessary for the notice of the resolution to state the age of any person proposed to be appointed as a director.

POWERS OF DIRECTORS

8. A director who pursuant to Regulation 25 of Table A has declared at a meeting of the directors the nature of his interest in a contract, proposed contract or arrangement with the Company shall be entitled to vote as a director in respect of that contract or proposed contract, and if he shall do so his vote shall be counted, and he may be taken into account in ascertaining whether or not a quorum is present at the meeting of the directors at which the vote is taken. Regulations 94, 97 and 98 of Table A shall not apply.

9. Any meeting of the directors or of a committee of the directors shall be properly constituted and duly held if the directors are present in person or by telephone or by some other means of communication provided that each such director shall at all times be able to hear and be heard by all the other directors at such a meeting.

10. The Company may have an official seal for use outside the United Kingdom.

INDEMNITY

11. Every director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which in such capacity 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 727 of the Act in which relief is granted to him by the Court, but this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.