

Company No. 538924

COMPANIES ACT 1985

Company Limited By Shares

SUPERGAS LIMITED

(passed on 6th March 1998)

At an Extraordinary General Meeting of the Company duly convened and held on March 6th 1998, the following Resolutions were duly proposed and passed as Special Resolutions:-

RESOLUTIONS

1. That the Loan Facility Letter to be executed by the Company in connection with a loan facility be provided by AXW5 Limited to the Company in the form produced to the Meeting be and are hereby approved and that the Directors be authorised to cause the Company to enter into and execute the same together with such amendments as the Directors may in their absolute discretion approve and to carry out any action in connection therewith.
2. That the giving of financial assistance by the Company to Retriever Holdings Limited in connection with the acquisition by Retriever Holdings Limited of the entire issued share capital of the Company and to GB Gas Holdings Limited in connection with the ultimate proposed acquisition by GB Gas Holdings Limited of the entire issued share capital of Retriever Holdings Limited, taking the form described in the Statutory Declarations of the same date as this Resolution and made by all the Directors of the Company on Companies Forms 155(6)a be and it is hereby approved.
3. That the Articles of Association contained in the printed document produced to the meeting marked "A" and for the purpose of identification signed by the Chairman 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 the existing Articles of Association of the Company.


.....
Director

Presenter: Cole & Cole
Buxton Court
3 West Way
OXFORD OX2 0SZ



53529334 Mtd JCP MUD Notice to Companies House re passing Spec Res

ARTICLES OF ASSOCIATION ¹

-of-

SUPERGAS LIMITED

1. Preliminary

- 1.1 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 ("Table A") shall apply to the Company and shall be the Articles of Association of the Company save in so far as they are excluded or varied by these Articles.

1.2 In these Articles:-

"Section" means a section of the Companies Act 1985, as it may be amended or re-enacted from time to time;

"Regulation" means a regulation in Table A; and

"Article" means an Article contained in these Articles.

- 1.3 In Regulation 1 "execution" includes both signature under hand and execution under seal.
- 1.4 Regulations 24, 41, 59, 64, 73 to 78, 80, 87, 94 to 97, 101 and 118 shall not apply to the Company.

2. Private Company

The Company is a private company.

3. Shares

Authorised Share Capital

¹ Adopted by special resolution passed on 6 March 1998.

- 3.1 At the date of adoption of these Articles, the Company's authorised share capital is £20,000 made up of 10,000 ordinary shares of £1 each and 40,000 ordinary shares of 25p each. The ordinary shares of the Company shall rank pari passu in all respects (including, for the avoidance of doubt, as to any dividend or other distribution and as to voting) and Regulation 104 shall be modified accordingly.

Director's Power to Issue Shares

- 3.2 The directors can decide how to deal with any shares which have not been issued. The directors can allot those shares on any terms. The directors can also grant options to acquire the shares, for example, in exchange for a certain sum of money. Or the directors can dispose of the shares in any other way. The directors have complete freedom to decide who they deal with, when they deal with the shares, and the terms that they deal on. However, the directors must obey the provisions of the Act and these Articles relating to authority and pre-emption rights.

Director's Authority to Issue Shares

- 3.3 The directors are authorised, generally and without conditions, under Section 80 to allot the shares, and the rights to shares, which are defined in Section 80 as "relevant securities". They are authorised to allot them for a period of five years from the date of incorporation of the Company. The members can, by passing ordinary resolutions, renew or extend this period for periods of no more than five years each and they may revoke this authority.
- 3.4 The directors may, before the authority in Article 3.3 expires, make an offer or enter into an agreement which could require them to allot relevant securities after that authority expires. They may allot relevant securities after that authority expires under the terms of such an offer or agreement.
- 3.5 The maximum amount of relevant securities that may be allotted under the authority in Article 3.3 is the authorised share capital of the Company on the date of adoption of these Articles

Persons who may be allotted shares

- 3.6 If the directors want to issue shares, they must first offer the shares to the members of the Company in proportion (as far as possible) to the number of shares currently held by them. The offer shall be made in a notice sent by the directors to the members

which gives details of the number of shares offered and giving a deadline before which the members must accept the offer. The deadline must be more than 14 days after the day the notice was sent to the members. After the deadline, the members who have not responded to the offer will be deemed to have refused it.

After the deadline, any shares which have not been accepted by members will be offered to the members who accepted the original offer in proportion to their current shareholding. This offer will be made in the same manner as the original offer.

The members may pass a special resolution so that this Article 3.6 will not apply.

3.7 Any shares which:

3.7.1 have not been accepted by any members after being offered under Article 3.6; or

3.7.2 could not be offered under Article 3.6 without being offered in fractions; or

3.7.3 are not subject to Article 3.6 because a special resolution has been passed under that Article

may be allotted in accordance with the powers given to the directors by Article 3.2. However, the directors may not deal with the shares on terms which are more favorable than the terms on which the shares were originally offered to the members.

Effect of Companies Act

3.8 Articles 3.6 and 3.7 are subject to Section 80. Sections 89(1) and 90(1) to (6) (inclusive) shall not apply to the Company.

4. Lien

4.1 In Regulation 8, the words "(not being a fully paid share)" shall be replaced with the words "(whether fully paid or not)".

4.2 The Company shall have a first and paramount lien on all shares (whether fully paid or not) registered in the name of any person who is indebted to, or is in any way liable to, the Company for that indebtedness or liability. This lien will apply even if that person is a joint owner of shares and it will also bind that person's estate or trustee in bankruptcy.

5. Forfeiting Shares

This Article 5 will apply if the directors make a call in respect of a member's shares and the member does not pay. If the Company has to pay any costs or expenses in connection with the member's failure to pay the call, the directors may decide that the member will also be liable for those costs or expenses. Regulations 18 and 21 shall be altered accordingly.

6. Transmission of Shares on Death or Bankruptcy

This Article 6 will apply if a person becomes entitled to a share in the Company as a result of the death or bankruptcy of a registered member. The directors may require that the person must decide whether the share is to be transferred to themselves or to someone else. The directors shall do this by giving a written notice to the person. The person must respond to the notice, giving their decision, within 30 days of the date of the notice. If the person does not respond to the notice in time then the directors may withhold payment of all dividends or other money due to be paid to the holder of the share. They may do this from the end of the 30 day period until the requirements of the notice have been complied with. Regulation 31 shall be altered accordingly.

7. Transferring Shares

The directors can, without restriction, refuse to register a transfer of any shares, whether or not those shares are fully paid. They do not have to give any reasons for refusing. A "transfer" for the purpose of these Articles includes the renunciation of any allotment of shares. It also includes the renunciation of any rights to subscribe for shares or to receive an allotment of shares.

8. General Meetings

8.1 A notice which calls a general meeting does not need to specify the general nature of the business to be transacted, unless there is special business. All business transacted at an extraordinary general meeting or at an annual general meeting shall be deemed to be special, other than:

8.1.1 declaring a dividend;

8.1.2 consideration of accounts, balance sheets and the reports of the directors and auditors; and

- 8.1.3 the fixing of the remuneration of the auditors at an annual general meeting. Regulation 38 shall be altered accordingly
- 8.2 All notices of general meetings shall give information to members about their right to appoint a proxy in accordance with Section 372(3).
- 8.3 All notices and other communications relating to a general meeting which a member is entitled to receive shall also be sent to the directors and the auditors.
- 8.4 At a general meeting, votes may be given on a show of hands or on a poll. In either case, votes may be given either personally or by proxy.
- 8.5 The words "at the time when the meeting proceeds to business" shall be added at the end of the first sentence of Regulation 40.
- 8.6 If a quorum is not present within half an hour of the scheduled time for a general meeting, the meeting will be adjourned until the same day of the next week at the same time and place. However, the directors may decide to adjourn the general meeting to another time or place. If, at the adjourned general meeting, a quorum is not present within half an hour of the scheduled time, the meeting shall be dissolved.
- 8.7 The sentence "if a body corporate is a member of the Company then execution of a resolution by one of its directors on its behalf will be sufficient." shall be added at the end of Regulation 53.

9. Appointing and Removing Directors

- 9.1 The maximum and minimum numbers of directors may be decided by ordinary resolution of the Company from time to time. If no resolution is made, there shall be no maximum number of directors and the minimum number of directors shall be one. When the minimum number of directors is one, a sole director shall have authority to exercise all the powers and discretions granted to the directors by Table A and by these Articles. A sole director may do this by written resolution. Regulations 89 and 90 shall be altered accordingly.
- 9.2 The directors do not need to retire by rotation. The final two sentences of Regulation 79 shall not apply to the Company.
- 9.3 No person can be appointed a director at any general meeting unless:-
- 9.3.1 they are recommended by the directors; or

- 9.3.2 they are proposed by a person qualified to vote at the General Meeting. In that case, the member proposing the director must, not less than 14 and no more than 35 clear days before the date of the meeting, give notice to the Company of their intention to propose the person for appointment and also send to the Company a notice signed by that person indicating his willingness to be appointed.

Subject to this, the Company may by ordinary resolution appoint any person to be a director, either to fill a vacancy or as an additional director.

- 9.4 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.

- 9.5 There shall be no restrictions (other than those imposed by law or by Table A) on who may be appointed a director of the Company. A person of any age may be appointed and no director will be required to vacate his office because he has reached a particular age.

- 9.6 The Company may by extraordinary resolution remove any director at any time. However:

- 9.6.1 a removal of a director will not affect any claims that the director may have against the Company for breach of contract or otherwise; and

- 9.6.2 the power to remove a director under this Article 9.6 is in addition to, and without prejudice to, Sections 303 and 304.

10. Alternate Directors

- 10.1 An alternate director appointed under Regulation 65 can represent more than one director. At any meeting of the directors (or of any committee of the directors), the alternate director shall be entitled to one vote for every director that he represents, as well as his own vote as a director, if he has one. However, an alternate director shall only count as one for the purpose of determining whether a quorum is present, irrespective of how many directors he represents.

- 10.2 Alternate directors will not be entitled to be paid any remuneration by the Company. However, the person who has appointed the alternate director may, by giving written notice to the Company, direct that any payment due from the Company to them should be paid to the alternate director. The first sentence of Regulation 56 is altered accordingly.

10.3 If something happens which could cause an alternate director, if he was a director, to vacate the office of director, then the appointment of that alternate director will automatically terminate.

11. Powers and Proceedings of Directors

11.1 This Article 11.1 applies if a meeting of the directors (or of a committee of directors) considers any proposal which a director has an interest which conflicts, or could conflict, with the interests of the Company. If this Article applies, the director must disclose that interest to the meeting in accordance with Section 317. As long as the director does this, he may vote at the meeting and may be counted in determining that a quorum is present at the meeting. A disclosure made by a director which complies with Section 317 will be sufficient disclosure for the purposes of Regulations 85 and 86.

11.2 The Chairman of the board of directors shall not have a second or casting vote and Regulation 88 shall be modified accordingly.

11.3 If the Company is a member of another corporation then any director:

11.3.1 is authorised under Section 375 to act as the Company's representative at any meeting of such a corporation or at any meeting of a class of members of that corporation;

11.3.2 may sign any written resolution of the members of that corporation; or

11.3.3 may act as a signatory to conclude any particular business in relation to that corporation

as if the board of directors of the Company had given its consent.

11.4 The directors may exercise all the powers of the Company to pay or provide pensions, annuities, gratuities, superannuation and other allowances and benefits to:-

11.4.1 current and former directors;

11.4.2 current and former employees;

11.4.3 dependents and relatives of current and former directors and employees

of the Company or any subsidiary or associated company. The directors are entitled to retain any benefits received by any of them as a result of their exercise of these powers.

11.5 If a director performs special services for the Company which are outside the normal scope of his duties, then that director may receive extra remuneration. The amount of the remuneration will be decided by the directors and will be charged as part of the Company's ordinary revenue expenses. However, the directors do not need to give extra remuneration to any director who performs special services without being requested to do so by the directors.

11.6 A meeting of the board of directors or of a committee may be held by means of video-conference, telephone or similar communications equipment. However, everybody who participates in the meeting must be able to hear each other. Any person participating in a meeting held in this manner shall be deemed to be present in person at the meeting. They will therefore count towards the quorum and be entitled to vote in any resolutions proposed to be passed at the meeting.

12. Borrowing

The directors may exercise all the powers of the Company to:-

12.1 borrow money without limit as to amount on such terms and in such manner as they think fit;

12.2 grant any mortgage, charge or standard security over all or any part of its undertaking, property and uncalled capital; and

12.3 subject (in the case of any security convertible into shares) to Section 80, 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.

13. Notices

13.1 In Regulation 112 the words "or by telex or fax" shall be inserted before the words "or by sending it by" and the words "first class" shall be inserted before the words "post in a pre-paid envelope".

13.2 Where notice is communicated by telex or fax then the notice shall be deemed to be given at the time it is correctly transmitted to the person to whom it is addressed.

14. Company Seal

14.1 A document can only be sealed with the company seal if the directors authorise this. The directors shall decide who will sign any document that the seal is affixed to. If the directors do not decide this then the document will be signed by any director and also by the secretary or another director. Share certificates do not have to be sealed with the seal and Regulation 6 is modified accordingly.

14.2 The Company is authorised under Section 39 to have one or more official seals which can be used outside the United Kingdom. The directors may exercise this power.

15. Officer's Indemnity

Insofar as the following provisions are not avoided by Section 310:-

15.1 every director or other officer 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 in relation to the performance of the duties of his office, including any liability incurred by him in defending any proceedings, either civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with an application under Section 144 or Section 727 in which relief is granted to him by the Court; and

15.2 no director or other officer shall be liable to the Company or any third party for any loss or damage suffered by the Company arising out of that person's performance of their duties of office.