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**THE COMPANIES ACTS 1985 TO 1989**

**COMPANY LIMITED BY SHARES**

**ORDINARY AND  
SPECIAL RESOLUTIONS  
OF  
PENTLAND AVIATION FUELLING SERVICES LIMITED**

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Passed 8th October 1996

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At an Extraordinary General Meeting of Pentland Aviation Fuelling Services Limited held at 13.00 on 8th October 1996 the following RESOLUTIONS numbered 1 and 2 were passed as SPECIAL RESOLUTIONS and Resolution number 3 was passed as an ORDINARY RESOLUTION, namely:-

1. THAT Clause 3 of the Memorandum of Association of the Company be and is hereby altered as follows:-
  - (1) by the deletion of the existing sub-clause (A) paragraphs (i), (ii) and (iii) and the substitution thereof of the following sub-clause:-
    - (A)(i) To carry on the business of transporting storing and distributing petroleum and mineral and vegetable oils of all kinds and all other products or by-products thereof or any chemical or other combination thereof alone or with any other product.
    - (ii) To establish, equip, operate and maintain premises at, within or near airports and airfields within the United Kingdom and elsewhere, for the supply, storage and distribution of petroleum products and oils of every description and to erect, construct, provide and equip thereon or procure to be erected, constructed, provided and equipped thereon, buildings, offices, complete refuelling systems and accommodation and other conveniences in connection with the fuelling and supplying of fuel to aircraft and motor vehicles generally.
    - (iii) To manufacture and deal in all other goods and things of such nature that can in the opinion of the Company be conveniently manufactured or dealt in by the Company in connection with any of the foregoing businesses.
    - (iv) To purchase, acquire, lease, manage, build, maintain, alter, enlarge, pull down and remove or replace any property, buildings or other installations



and to let or lease, grant licences or concessions in respect of, exchange, develop and manage any of the Company's properties, to collect rents and income and to supply to tenants and occupiers such amenities, facilities and advantages as may be deemed expedient.

- (2) by the deletion of sub-clause (T) and the substitution therefor of the following sub-clause:-

(T) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuating 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 the Company, or of any company which is for the time being the Company's Holding or Subsidiary company or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also 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, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object; and to establish, set up, support and maintain share purchase schemes or profit sharing schemes for the benefit of any employees of the Company, or of any company which is for the time being the Company's Holding or Subsidiary company and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

2. THAT the Articles of Association of the Company be altered by the deletion of Article 3 and the substitution therefor of a new Article 3 as follows:-

'Subject to Section 80 of the Companies Act 1985, all unissued shares shall be at the disposal of the directors and they may allot, grant option over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper, and Sections 89(1) and 90(1) to (6) inclusive of the Companies Act 1985 shall not apply'.

3. THAT pursuant to Section 80 of the Companies Act 1985, the directors be authorised to allot at any time on or before 9th October 1996 any or all of the unissued Shares in the Share capital of the Company.

Company Secretary

Conor's Centre  
Warwick Technology Park  
Gallows Hill  
Warwick  
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