

PREPAYMENT CARDS LIMITED
("COMPANY")

WRITTEN RESOLUTIONS OF THE MEMBERS OF THE COMPANY

DATED: 30th June 2001

In accordance with section 381A Companies Act 1985 we, being all the members of the Company who at the date of these written resolutions are entitled to attend and vote at a general meeting of the Company, hereby resolve that the resolutions set out below be effective as if they had been passed by us at a general meeting of the Company duly convened and held.

1. THAT the authorised share capital of the Company be and is hereby increased from its existing amount of £105,000 to £3,105,000 by the creation of 3,000,000 convertible redeemable preference shares of £1 each having the rights set out in new articles of the Company to be adopted pursuant to resolution 4 below.
2. THAT in substitution of any existing authority under section 80 of the Companies Act 1985 ("Act"), the directors be and are hereby generally and unconditionally allot and make offers or agreements to allot relevant securities (as defined in section 80(2) of the Act) for the purposes of section 80 of the Act up to a maximum aggregate nominal value of £3,005,000 for cash or any other consideration as the directors, in their absolute discretion, may determine but so 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 any such offer or agreement.
3. THAT in accordance with the general authority granted to the directors under the terms of section 80 of the Companies Act 1985 ("Act") by resolution 5 above, the directors be and are hereby generally and unconditionally authorised and empowered to allot equity securities (within the meaning of section 94(2) of the Act) as if section 89 of the Act did not apply to any such allotment provided that this power shall be limited to the allotment of relevant securities up to an aggregate nominal value of £3,005,000 and PROVIDED THAT this power shall expire on the expiry of five years from the date of the passing of these resolutions except that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.
4. THAT the regulations contained in the articles of association attached to these resolutions, be and are hereby 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.
5. THAT the proposed acquisition by the Company of the card services business of ERG Transit Systems (UK) Limited, the entry by the Company into a technology licence pursuant to such agreement and the issue of 3,000,000 convertible redeemable preference shares of £1 each pursuant to such agreement be and are hereby approved for the purposes of a shareholders' agreement existing between the members as at the date hereof, section 320 of the Companies Act 1985 and otherwise.

Signed:
WE HEREBY CERTIFY this to be a
true copy of the original document
Signed DLA
Dated this 9th Day of July 2001
DLA



On behalf of ERG Limited

On behalf of Sema Group UK Ltd

Signed: *Mark Edwards*
On behalf of Stagecoach Technology Ltd
30/06/01

Signed:
On behalf of National Express Group plc

Signed:
On behalf of Firstgroup plc

WE HEREBY CERTIFY this to be a
true copy of the original document
Signed *DLA*
Dated this 9th Day of July 20 01
DLA

Signed:
On behalf of Stagecoach Technology Ltd

Signed: Raymond O'Malley 29/6/01
On behalf of National Express Group plc

Signed:
On behalf of Firstgroup plc

WE HEREBY CERTIFY this to be a
true copy of the original document

Signed DLA
Dated this 9th Day of July 2001
DLA

5. THAT the proposed acquisition by the Company of the card services business of ERG Transit Systems (UK) Limited, the entry by the Company into a technology licence pursuant to such agreement and the issue of 3,000,000 convertible redeemable preference shares of £1 each pursuant to such agreement be and are hereby approved for the purposes of a shareholders' agreement existing between the members as at the date hereof, section 320 of the Companies Act 1985 and otherwise.

Signed: 
On behalf of ERG Limited

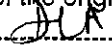
Signed:
On behalf of Sema Group UK Ltd

Signed:
On behalf of Stagecoach Technology Ltd

Signed:
On behalf of National Express Group plc

Signed:
On behalf of Firstgroup plc

WE HEREBY CERTIFY this to be a
true copy of the original document

Signed 
Dated this 9th Day of July 2001
DLA

PREPAYMENT CARDS LIMITED

ARTICLES OF ASSOCIATION

Adopted on 30th June 2001

WE HEREBY CERTIFY this to be a
true copy of the original document
Signed DIA
Dated this 9th Day of July 2001
DIA

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CONTENTS

1.	TABLE A	1
2.	DEFINITIONS AND INTERPRETATION	1
3.	SHARE CAPITAL	4
4.	SHARE RIGHTS	4
5.	SHARE RIGHTS - INCOME	4
6.	SHARE RIGHTS - RETURN OF CAPITAL	4
7.	SHARE RIGHTS - REDEMPTION	5
8.	SHARE RIGHTS - CONVERSION OF PREFERENCE SHARES	6
9.	SHARE RIGHTS - VOTING	7
10.	VARIATION OF SHARE RIGHTS	7
11.	TRANSFERS OF SHARES - PROHIBITED TRANSFERS	7
12.	SHARE CERTIFICATES	7
13.	LIEN	7
14.	GENERAL MEETINGS	8
15.	PROCEEDINGS AT GENERAL MEETINGS	8
16.	VOTES OF MEMBERS	9
17.	NUMBER OF DIRECTORS	9
18.	DIRECTORS	9
19.	CHAIRMAN	10
20.	PROCEEDINGS OF DIRECTORS	11
21.	DIRECTORS' COSTS AND FEES	12
22.	ALTERNATE DIRECTORS	12
23.	DISQUALIFICATION OF DIRECTORS	12
24.	BORROWING POWERS	12
25.	DELIVERY OF NOTICES FROM COMPANY TO MEMBERS	13
26.	INDEMNITIES	13
27.	CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS	14

COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

**PREPAYMENT CARDS LIMITED
("COMPANY")**

(adopted by Special Resolution of the Company
passed on 30th June 2001)

1. TABLE A

Except as excluded or varied in these articles, Table A (as defined below) will apply to the Company. Regulations 2, 17, 26, 39, 40, 41, 50, 56, 65, 67, 68, 73 to 80 (inclusive), 83, 84, 88, 89, 91, 102-108 (inclusive), 110 and 118 of Table A shall not apply to the Company.

2. DEFINITIONS AND INTERPRETATION

2.1 In these articles the following words and expressions will have the following meanings:

"Appendix" means the appendix to these articles;

"Auditors" means the Company's incumbent auditors;

"Board" means the incumbent board of Directors;

"Business Day" means a day (which for these purposes ends at 5.30pm) on which banks are open for commercial business in the City of London and Australia other than a Saturday or Sunday;

"Commencement Date" means the date on which these articles are adopted;

"Companies Act" means the Companies Act 1985 (as amended);

"Connected Person" has the meaning given in section 839 of the Income and Corporation Taxes Act 1988;

"Credited as Paid Up" means amounts paid up or credited as paid up on a Share including any premium;

"Deferred Share" means (following conversion as described in these articles) a deferred share of £1 each in the Company;

"Directors" means the Company's incumbent directors;

"Electronic Communication" means any communication transmitted by way of fax or email. The definition in Regulation 1 will be amended accordingly and all references in other Regulations to "electronic communication" will be construed accordingly;

"Emoluments" means emoluments of every description including, without limitation, salaries, fees, bonuses, commissions, profit shares under any incentive scheme, pension contributions payable, benefits in kind as quantified for income tax purposes and any amounts referred to in schedule 6 part 1 paragraph 1 of the Companies Act;

"Group" means the Company and its subsidiaries (as defined by section 736 Companies Act) from time to time and references to a **"Member of the Group"** or a **"Group Member"** will be construed accordingly;

"Member" means a registered holder of any Share as stated in the Company's register of members;

"Ordinary Shares" means the issued ordinary shares of £1 each in the Company at any time, and all shares derived from them whether by conversion, consolidation or sub-division or by way of rights or bonus issue or otherwise;

"Ordinary Shareholder" means a registered holder of any Ordinary Shares;

"Preference Share" means a convertible redeemable preference share of £1 each in the Company;

"Preference Shareholder" means a registered holder of any Preference Shares;

"Redemption Monies" in relation to a Preference Share means a sum equal to the Redemption Price;

"Redemption Period" means, in relation to the Preference Shares, the date of adoption of these articles to 30 June 2008;

"Redemption Price" means, in relation to each Preference Share, £1.10;

"Share" means a share in the Company;

"Table A" means 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) and the Companies Act 1985 (Electronic Communications) Order 2000;

2.2 Words and phrases which are defined or referred to in or for the purposes of the Companies Act or Table A have the same meanings in these articles unless a contrary intention appears.

2.3 In these articles, unless a contrary intention appears:

- 2.3.1 words which refer to the singular number include the plural number and vice versa, words which refer to one gender include all genders, and words which refer to persons include bodies corporate and unincorporated associations;
- 2.3.2 reference to a statute or a statutory provision includes reference to:
 - 2.3.2.1 the statute or statutory provision as modified or re-enacted or both from time to time; and
 - 2.3.2.2 any subordinate legislation made under the statutory provision (as modified or re-enacted as set out above);
- 2.3.3 reference to a Regulation is to a regulation of Table A, and reference to an Article is to a provision of these articles.
- 2.3.4 reference to a "**transfer**" of Shares or any similar expression will be deemed to include (without limitation):
 - 2.3.4.1 any sale or other disposition of the legal or equitable interest in a Share (including any voting right attached to a Share) ("**Interest**");
 - 2.3.4.2 the creation of any mortgage, charge, pledge or other encumbrance over any Interest;
 - 2.3.4.3 any direction by a Member entitled to an allotment or issue of Shares that a Share be allotted or issued to some person other than himself; and
 - 2.3.4.4 any grant of an option to acquire either or both of the legal and equitable ownership of any Share by any Member entitled to any such Share;
- 2.3.5 reference to a "**group undertaking**" means, in relation to any undertaking, its holding company (if any) and its subsidiaries (as such terms are defined by section 736 Companies Act) and any other subsidiaries of its holding company; and
- 2.3.6 reference to writing includes any method of representing or reproducing words in a legible form.
- 2.4 Unless it is specifically stated otherwise, any dispute as to value, or as to calculations or adjustments to be made, or as to amount, whether to or in respect of number of Preference Shares to be redeemed under Article 8 (Ratchet) or otherwise pursuant to these articles, will be referred immediately to an independent firm of chartered accountants agreed for the purpose by the parties concerned or, in default of agreement within five Business Days after a request for a referral appointed by the incumbent president of the Institute of Chartered Accountants in England and Wales. The independent accountants (as the case may be) will act as expert and not as arbitrator and their costs will be borne as directed by the Article in question or, if the Article is silent on the point, as directed by the independent accountants. In the absence of any such direction, such loss will be borne equally between parties concerned. The written certificate of the independent accountants (as the case may be) will be conclusive and binding on the Company and the Members (except in the case of fraud or manifest error).

2.5 The headings in these articles are included for convenience only, will not affect the meaning of these articles;

2.6 Where, for any purpose, an ordinary resolution of the Company is required, a special or an extraordinary resolution is also effective for that purpose, and where, for any purpose, an extraordinary resolution is required, a special resolution is also effective for that purpose.

3. SHARE CAPITAL

The authorised share capital of the Company at the date of adoption of these articles is £3,105,000 divided into:

3.1 3,000,000 Preference Shares; and

3.2 105,000 Ordinary Shares.

4. SHARE RIGHTS

Regulation 2 will not apply to the Company. The rights and restrictions attaching to the Preference Shares and the Ordinary Shares and the rights and restrictions attaching to any Deferred Shares in to which Preference Shares may be converted pursuant to Article 8.5 are set out in full in these articles.

5. SHARE RIGHTS - INCOME

The profits of the Company which are available for lawful distribution shall be paid to the holders of Ordinary Shares only and no dividend shall, for the avoidance of doubt, accrue or be payable on the Preference Shares.

6. SHARE RIGHTS - RETURN OF CAPITAL

6.1 On a return of capital of the Company on a liquidation or otherwise (other than a redemption of shares or the purchase by the Company of its own shares), the surplus assets and retained profits of the Company available for distribution among the Members will be applied in the following order and priority:

Priority	Class of Share	Amount to be paid:
1.	Preference Shares	Amounts Credited as Paid Up on all issued Preference Shares.
2.	Ordinary Shares	Amounts Credited as Paid Up on all issued Ordinary Shares, together with all accruals and arrears of unpaid dividends on the Ordinary Shares and £10,000 per Ordinary Share.
3.	Deferred Shares	£1 per Share.
4.	Preference Shares and Ordinary Shares (as if one class)	Any balance of such surplus assets and retained profits distributed pro-rata.

- 6.2 Any return on some but not all of any Shares of a particular class will be made amongst their holders pro rata as nearly as possible to their respective holdings of Shares of that class.

7. SHARE RIGHTS - REDEMPTION

Events Triggering Redemption

- 7.1 All issued Preference Shares will be redeemed immediately upon the appointment of an administrative receiver or an administrator of the whole or any part of the property and assets of any Group Member.
- 7.2 The Company may at any time during the Redemption Period redeem all or any of the issued Preference Shares by serving notice on the Preference Shareholders specifying a date (being not less than seven days after the date of the notice) and the particular Preference Shares to be redeemed.

Amount Payable

- 7.3 The amount payable on each Preference Share redeemed pursuant to Articles 7.1 to 7.2 will be a sum equal to the Redemption Monies calculated in respect of that Share.

Redemption Date

- 7.4 Subject to Article 7.5, the redemption date for any redemption will be:
- 7.4.1 in the case of a redemption pursuant to Article 7.1, the date of the occurrence of the specified event; and
- 7.4.2 in the case of a redemption pursuant to Article 7.2, at any time during the Redemption Period.
- 7.5 If the Company is unable lawfully to redeem out of distributable profits any of the Preference Shares due to be redeemed on any of the redemption dates set out in Article 7.4, it will effect such redemption as soon afterwards as it is lawfully able to so redeem them and "redemption date" shall be construed accordingly.

Manner of Redemption

- 7.6 On the redemption date:
- 7.6.1 the Redemption Monies will become a debt due and payable by the Company to the Preference Shareholder;
- 7.6.2 the Company, subject to receipt of the relevant share certificate or an indemnity in lieu of the share certificate in a form reasonably satisfactory to the Company, will pay the Redemption Monies to the Preference Shareholder;
- 7.6.3 the Preference Shareholder whose shares are to be redeemed will deliver to the Company the share certificate(s) for such shares and the Company will cancel the same; and

- 7.6.4 any redemption of some but not all of any Preference Shares will be made amongst their holders pro rata as nearly as possible to their respective holdings of Preference Shares.

8. SHARE RIGHTS - CONVERSION OF PREFERENCE SHARES

- 8.1 As soon as reasonably practicable after the Redemption Period has expired, adjustments will be made to the share capital of the Company by way of a conversion of a number of the Preference Shares into Ordinary Shares and Deferred Shares as follows:
- 8.1.1 first, the "**Relevant Percentage**" will be calculated in accordance with the provisions contained in the Appendix together with the number of Ordinary Shares to be represented by such percentage ("X");
 - 8.1.2 (subject to Article 8.5) the Company will then convert X Preference Shares into Ordinary Shares and then convert the balance of such Preference Shares into Deferred Shares;
 - 8.1.3 any fraction of a Share resulting from any of the above calculations will be rounded up or down as appropriate to the nearest whole number (with halves being rounded up).
- 8.2 Agreement to the number of Preference Shares to be converted which is reached between the holders of at least 75% in nominal value of the Preference Shares on the one hand and the holders of at least 75% in nominal value of the Ordinary Shares on the other, will be final and binding on the Company and the Members. Any dispute as to the number of Preference Shares to be converted will be determined by an independent accountant in accordance with Article 2.4, whose provisions will apply as if set out in full in this Article.
- 8.3 Each of the Preference Shares converted in accordance with this Article 8 shall be converted into Ordinary Shares Credited as Paid Up and ranking pari passu with all other Shares of the Company.
- 8.4 Any conversion pursuant to Article 8.1.2 of some but not all of the Preference Shares will be made amongst their holders pro rata as nearly as possible to their respective holdings of Preference Shares.
- 8.5 The Deferred Shares will carry no rights to:
- 8.5.1 participate in any dividend (without prejudice to the holders' rights to all arrears, deficiency or accruals of any dividend (whether earned or declared or not), together with any interest on them calculated down to (and including) the date of conversion which will be paid in full on that date to the extent lawfully possible; otherwise as soon as lawfully possible afterwards; or
 - 8.5.2 (except as provided for in the table set out in Article 6.1) return of capital; or
 - 8.5.3 entitle their holders to receive notice of, attend, speak at or vote at any general meeting of the Company.

9. SHARE RIGHTS - VOTING

- 9.1 The voting rights of Members set out in Article 16 are subject to Article 8.5.3 (Deferred Shares) and Article 9.2.
- 9.2 Preference Shareholders will have the right to receive notice of, and to attend and speak at, all general meetings of the Company but no right to vote and any general meeting of the Company except a meeting of that class of Shares.

10. VARIATION OF SHARE RIGHTS

- 10.1 The rights attached to the Preference Shares and the Ordinary Shares may, in each case, be altered or abrogated (whether or not the Company is being wound up) only with the prior consent of the holders of the issued Shares of that class given in accordance with Article 10.2.
- 10.2 The consent of the holders of a class of Shares may be given by:
 - 10.2.1 a special resolution passed at a separate general meeting of the holders of that class; and
 - 10.2.2 a written resolution in any form signed by or on behalf of the holders of not less than 75 percent in nominal value of the issued Shares of that class.

11. TRANSFERS OF SHARES - PROHIBITED TRANSFERS

- 11.1 Save as otherwise agreed in writing between all of the Members, no Member shall be entitled to sell, transfer, charge, encumber, grant options over or otherwise dispose or agree to dispose of any legal or beneficial interest in any Share.
- 11.2 The Directors shall refuse to register a proposed transfer not made in accordance with Article 11.1.
- 11.3 A person exercising an instrument of transfer of a Share is deemed to remain the holder of the Share (the subject of the instrument of transfer) until the name of the proposed transferee is entered into the register of members of the Company in respect of it.

12. SHARE CERTIFICATES

Regulation 6 is modified so that share certificates may be sealed with the seal or signed by two Directors or by a Director and the secretary of the Company.

13. LIEN

- 13.1 Regulation 8 is modified by the deletion of the words "(not being a fully paid share)".
- 13.2 The lien conferred by Regulation 8 will apply to all Shares, whether fully paid or not, and to all Shares registered in the name of any person under a liability (whether actual or contingent), whether he is the sole registered holder of such Shares or one of two or more joint holders of such Shares.

14. GENERAL MEETINGS

- 14.1 Regulation 37 is modified by the insertion of the following words after the first sentence of that Regulation:

"For the purposes of section 368(1) of the Act, Members of the Company holding not less than one-twentieth of the Shares may requisite the Directors to convene an extraordinary general meeting."

- 14.2 A general meeting may consist of a conference between Members, some or all of whom are in different places if each Member who participates is able:

14.2.1 to hear each of the other participating Members addressing the meeting;
and

14.2.2 if he so wishes, to address all of the other participating Members simultaneously,

whether directly, by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or not) or by a combination of those methods.

A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of Members required to form a quorum. A meeting held in this way is deemed to take place at the place where the largest group of participating Members is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates. A resolution put to the vote of a meeting will be decided by each Member indicating to the chairman (in such manner as the chairman may direct) whether the Member votes in favour of or against the resolution or abstains. References in this Article 14 to Members includes their duly appointed proxies and, in the case of corporate members, their duly authorised representatives.

15. PROCEEDINGS AT GENERAL MEETINGS

- 15.1 Regulation 40 is modified so that the quorum for any general meeting (other than a separate class meeting) will be the holder of one-tenth or more in nominal value of the Shares present in person or by proxy, or in the case of a corporation, by a duly authorised representative.

- 15.2 If any meeting is adjourned pursuant to Regulation 41 because a quorum is not present within in one hour of the time appointed for the meeting, and at the adjourned meeting (to be held not earlier than five or not later than 15 Business Days from the date of the original meeting and at such place as the Directors may determine) a quorum is not present within one hour from the time appointed for the meeting, the Members present will form a quorum. Regulation 41 is modified accordingly.

- 15.3 Regulation 46 is modified so that a poll may be demanded by the chairman or by any Member present in person or by proxy or represented by a duly authorised representative and entitled to vote at the meeting. Regulation 46 shall also be amended so that a resolution put to the vote at a meeting shall be decided by each Member indicating to the Chairman (in such manner as the Chairman may direct) whether the Members votes in favour or against the resolution or abstains.

- 15.4 A corporation which is a member of the Company may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company or at any meeting of any class of Members. The person so authorised is entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member.
- 15.5 In the case of on equality of votes, whether on a show of hands or on a poll, the chairman will not be entitled to a casting vote in addition to any other vote which he may have. Regulation 50 will be modified accordingly.
- 15.6 Regulation 51 is amended by replacing the first and second sentences with the following words: "A poll demanded will be taken immediately".
- 15.7 Regulation 53 is modified by the addition of the following sentence at the end: "If such a resolution in writing is described as a special resolution or as an extraordinary resolution or as an elective resolution, it will have effect accordingly."

16. VOTES OF MEMBERS

- 16.1 Regulation 54 is modified so that:
 - 16.1.1 a proxy will be entitled to vote whether on a show of hands or on a poll; and
 - 16.1.2 a duly authorised representative of a corporate Member will be entitled to vote on its behalf whether on a show of hands or on a poll, and whether or not such duly authorised representative is also a Member entitled to vote.
- 16.2 Regulation 59 is modified by the addition of the following sentence at the end: "A proxy appointed by a Member may vote on a show of hands as well as on a poll."
- 16.3 The instrument appointing a proxy and any authority under which it is executed (or such copy of the instrument or the authority or both as the directors may approve) may be deposited at the place whether the meeting or adjourned meeting is to be held at any time before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. The provision is in addition and without prejudice to the provisions of paragraphs (a), (b) and (c) of Regulation 62 and the last provision of Regulation 62 shall be amended accordingly.

17. NUMBER OF DIRECTORS

Unless and until otherwise determined by ordinary resolution of the Company, the number of Directors (other than alternate directors) is not subject to any maximum and the minimum is one.

18. DIRECTORS

- 18.1 Each Ordinary Shareholder shall be entitled to appoint one Director in respect of Shares held by it which represent one-tenth of the aggregate nominal value of the Shares, up to a maximum of two Directors per Ordinary Shareholder. Nothing in these articles shall prevent the Directors unanimously agreeing to the appointment of additional directors who are not appointed by the Ordinary Shareholder in accordance with Article 18.1.

- 18.2 Subject to Article 18.1, Article 18.3 and the Act, a Director appointed by an Ordinary Shareholder may be removed as a Director only by the Ordinary Shareholder by whom he was appointed. Every appointment of a Director by an Ordinary Shareholder shall be effected by notice in writing to the Company signed by or on behalf of that Ordinary Shareholder and delivered to the registered office or to the secretary or produced at a meeting of the Directors of the Company. Every removal of a director appointed by an Ordinary Shareholder shall be effected by notice in writing to the Company signed by or on behalf of the Ordinary Shareholder. Any such appointment or removal shall take effect from the time of delivery or production of, or such later time as shall be specified in, the notice.
- 18.3 On any resolution proposed at any general meeting of the Company for the removal of any Director appointed by an Ordinary Shareholder under Article 18.1, the Ordinary Shareholder by whom that director was appointed (or the proxy or corporate representative representing such Ordinary Shareholder) shall be entitled on a poll to exercise such number of votes for each Share held by it as is necessary to ensure that the proposed resolution is not passed unless such member votes in favour of the resolution.
- 18.4 The provisions of this Article 18 shall be deemed to be rights attaching separately in the shares held from time to time by each Member as a class.
- 18.5 A Director need not be a Member of the Company. A Director who is not a Member of the Company shall be entitled to receive notice of, attend and speak at general meetings. Any Director appointed pursuant to Article 18 shall not be at liberty from time to time to make such disclosures to the Ordinary Shareholder appointing him as to the business and affairs of the Company as he shall in his absolute discretion determine.
- 18.6 A Director may hold and be remunerated in respect of any office (except the office of auditor) or place of profit with the Company and he or any firm of which he is a partner may act in a professional capacity for the Company and be remunerated in respect of any such services.
- 18.7 The Directors shall not be subject to retirement by rotation.
- 18.8 No Director shall be required to retire or vacate his office nor shall any person be ineligible to act as a director, by reason of his having attained any particular age.
- 18.9 Regulation 90 of Table A shall apply as if the words "filling vacancies or of" were deleted.

19. CHAIRMAN

- 19.1 The Directors may appoint one of their members to be the chairman of the Board of Directors. Each Ordinary Shareholding two-tenths or more of the aggregate nominal value of the Shares in turn have the right to nominate a Director to be chairman of the Company for a period of one year.
- 19.2 If such nominee (following appointment by the Board) is unable to attend any meeting of the directors, then the Ordinary Shareholder who nominate another Director to act as Chairman in his place at such meeting.

- 19.3 In the case of an equality of votes at any meeting of the Directors, in the Chairman shall not be entitled to a second or casting vote.

20. PROCEEDINGS OF DIRECTORS

- 20.1 Unless otherwise agreed in writing by the Shareholders any Director of the Company may call a meeting of the Directors to the secretary of the Company not less than five Business Days notice (or short period of notice as shall be agreed by the Directors).
- 20.2 Subject to Article 20.1, Directors meeting shall be convened at regular intervals not exceeding four months by not less than five Business Days notice (or such short period of notice as shall be agreed by the Directors) such notice to be accompanied by an agenda specifying the business to be transacted.
- 20.3 A notice calling a meeting of the Director shall be in writing and each of the Directors shall be entitled to receive notice of any meeting of the Directors notwithstanding that any such Director may reside or is for any reason outside the United Kingdom at the time any such meeting is called provided that such Director has provided the Company with his address outside the United Kingdom.
- 20.4 The quorum for the transaction of business will be two Directors in person by their alternatives.
- 20.5 In the event that a quorum is not present within 30 minutes of the appointed time for the meeting it shall be adjourned for 48 hours, or such longer period as the Directors present by majority agree, provided that notice of the date, time and place of the adjourned meeting shall be sent by facsimile transmission to all Directors by close of business on the date of the original scheduled meeting. If the quorum requirements in accordance with 20.4 are not met at such reconvened meeting, the Directors present shall form a quorum.
- 20.6 Questions arising at any meeting of the Directors or of any committee of the Directors shall, unless otherwise agreed (generally or in relation to specific vote) in advance of such meeting in writing by the Ordinary Shareholders, be decided by a majority of votes.
- 20.7 Regulation 93 of Table A (written resolutions of Directors) shall apply as if the word "signed" included "approved by letter or facsimile".
- 20.8 A meeting of the Directors may consist of a conference between Directors some or all of whom are in different places provide that each Director who participates is able:
- 20.8.1 to hear each of the other participating Directors addressing the meeting; and
- 20.8.2 if he so wishes, to address all of the other participating Directors simultaneously,
- whether directly, by conference or telephone or by any other form of communications equipment (whether in sue when these Articles are adopted or not) or by a combination of those methods.

- 20.9 A quorum is deemed to be present if such conditions are satisfied in respect of at least the number of Directors required to form a quorum, subject to the provisions of Article 20.
- 20.10 A meeting held in this way is deemed to take place at the place where the largest group of participating Directors is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.
- 20.11 Any Director may, by prior notice to the secretary, indicate that he wishes to participate in the meeting in the manner set out in Article 20.8 in which event the Directors shall procure that an appropriate conference facility is arranged.

21. DIRECTORS' COSTS AND FEES

- 21.1 Except as provided by majority resolution of the Directors, a Director who is employed by a Member will not be entitled to:
- 21.1.1 be reimbursed for any travelling, hotel or other expenses incurred by him in connection with his obligations as a Director; or
- 21.1.2 any remuneration for the provisions of his services in his capacity as a Director. Regulation 82 of Table A shall be amended accordingly.

22. ALTERNATE DIRECTORS

Any Director (other than an alternate director) may appoint any person to be an alternate director and may remove from office an alternate director so appointed by him. A person may not at any one time be appointed alternate by two or more Directors. The last sentence of Regulation 66 of Table A shall be deleted. An alternate shall cease to be an alternate if his appointee ceases to be a Director. Any appointment or removal of an alternate director shall be by notice to the Company signed by the Director making or revoking the appointment and delivered (whether by fax, post, hand or otherwise) to the Company's registered office at least 24 hours before the meeting (or re-convened) at which the appointment is to take effect shall take place.

23. DISQUALIFICATION OF DIRECTORS

Regulation 81 of Table A shall be amended by substituting for paragraphs (c) and (e) thereof the following provisions:

- "(c) he becomes, in the opinion of all his co-Directors, incapable by reason of mental disorder or discharging his duties as a Director; or
- (e) he is otherwise duly removed from office. No Director shall vacate his office or be ineligible for re-election nor shall any person be ineligible for appointment as a director by reason of his attaining or having attained any particular age."

24. BORROWING POWERS

The Directors may exercise all the powers of the Company (whether express or implied) to borrow and/or secure the payment of money, to guarantee the payment of money, the fulfilment of obligations and the performance of contracts and to mortgage or charge the property, assets and uncalled capital of the Company, and (subject to section 80 of the

Companies Act) to issue debentures, debenture stock and all other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

25. DELIVERY OF NOTICES FROM COMPANY TO MEMBERS

25.1 If a notice or document is delivered by hand to a Member, it will be treated as being delivered at the time it is handed to or left with the Member.

25.2 If a notice or document is sent by post or other delivery service not referred to below, it will be treated as being delivered:

25.2.1 24 hours after it was posted, if first class post was used; or

25.2.2 72 hours after it was posted or given to delivery agents if first class post was not used.

Proof that an envelope containing a notice or document was properly addressed, prepaid and posted or given to delivery agents will be conclusive evidence that the notice was given or the document sent.

25.3 If a notice or document (other than a share certificate) is sent by Electronic Communication, it will be treated as being delivered at the time it was sent. Proof that a notice or document sent by fax has successfully transmitted in full to the correct fax number will be conclusive evidence that the notice was given or the document sent. In the case of a notice or a document sent by email, the production of a confirmation setting out either the total number of recipients sent to or each recipient to whom the message was sent will be conclusive evidence that the notice was given or the document sent.

Regulation 115 will not apply to the Company.

26. INDEMNITIES

Subject to the provisions of the Companies Act but without prejudice to any indemnity to which he may otherwise be entitled every Director alternate director secretary and other officer or employee of the Company will be indemnified out of the assets of the Company against any liability sustained or incurred by him in defending any proceedings whether civil or criminal relating to his conduct as an officer or employee of the Company 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 Companies Act in which relief is granted to him by the Court but:

26.1 this indemnity shall not apply to any liability to the extent that it is recovered from any other person; and

26.2 this indemnity is subject to such director, officer or employee taking all reasonable steps to effect such recovery, so that the indemnity shall not apply to the extent that an alternative right of recovery is capable of being enforced.

Regulation 118 will not apply to the Company.

27. CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

Any one of the Directors or the Secretary for the time being of any corporation which is a member of the Company, or any other person appointed by resolution of the Directors or other governing body of such corporation, may (subject to the Articles of Association of that corporation) act as its representative at any meeting of the Company or any class of members of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company. Any one of the Directors or the Secretary for the time being of the Company or any other person appointed by resolution of the Directors or other governing body of the Company may act as its representative at any meeting of any corporation of which the Company is a member or of any class of members of such corporation and the person so authorised shall be entitled to exercise the same powers on behalf of the Company as the Company could exercise if it were an individual member of that corporation.

APPENDIX

Relevant Percentage Calculation

The Relevant Percentage for the purposes of converting Preference Shares to Ordinary Shares will be calculated as follows:

$$(A/B) \times 100 = \text{Relevant Percentage}$$

Where:

A = the nominal value of the Preference Shares in issue; and

B = the value of the Company as at 30 June 2008 as agreed between the Company and the holders of the Preference Shares or in the event of dispute, by reference to and independent accountant in accordance with Article 2.4.

The number of Ordinary Shares to be represented by the Relevant Percentage of the enlarged share capital will then be calculated.