

# G

## COMPANIES FORM No. 123

### Notice of increase in nominal capital

# 123

CHA 116

Please do not  
write in  
this margin

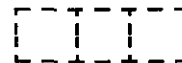
Pursuant to section 123 of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies  
(Address overleaf)

For official use

Company number



3797747

Name of company

\* AA CORPORATION LIMITED

\* insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 3rd August 1999 the nominal capital of the company has been

increased by £ 3,990,000,000 beyond the registered capital of £ 10,000,000.

† the copy must be  
printed or in some  
other form approved  
by the registrar

A copy of the resolution authorising the increase is attached. †

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follows :

#### New Ordinary Shares

The new ordinary shares shall rank pari passu with the existing ordinary  
shares of £1 each in the capital of the Company.

#### Redeemable Shares

The Redeemable Shares of 1 pence each shall have the rights and be subject to  
the restrictions set out in Article 9 of the Articles of Association adopted  
by the Company by written resolution on 3rd August 1999; a copy of which is  
attached hereto.

Please tick here if  
continued overleaf



† Insert  
Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

Signed

Designation † Director

Date 3/8/99

Presentor's name address and  
reference (if any) :

HERBERT SMITH  
EXCHANGE HOUSE  
PRIMROSE STREET  
LONDON  
EC2A 2HS

For official Use  
General Section

Post room



## **REDEEMABLE SHARES**

9. The Redeemable Shares of 1 pence each shall have the rights and be subject to the restrictions set out below:

### **Income**

For so long as any Redeemable Shares are in issue, the holders of the Redeemable Shares shall be entitled to be paid in priority to and to the exclusion of, the holders of any other shares in the capital of the Company for the time being in issue ("**Other Shares**") all dividends declared or paid by the Company.

### **Capital**

On a winding-up or other return of capital (other than redemption) for so long as any Redeemable Shares are in issue, the holders of any Other Shares shall only be entitled to the capital paid up or credited as paid up on the Other Shares after repayment of the capital paid up or credited as paid up on each Redeemable Share and after payment of an additional amount of £1,000,000 in respect of each such Redeemable Share. For so long as any Redeemable Shares are in issue the Other Shares shall not otherwise entitle the holders thereof to participate in the assets of the Company in respect of which *only the holders of the Redeemable Shares shall participate.*

### **Voting**

The holders of the Redeemable Shares shall be entitled to receive notice of, to attend and vote at, general meetings of the Company and on a poll the Redeemable Shares shall confer on the holders thereof one vote for every such Redeemable Share of which he is the holder. For so long as any Redeemable Shares are in issue, the holders of any Other Shares shall not be entitled by reason of their holding thereof to receive notice of, or to attend and vote at, general meetings of the Company.

### **Redemption**

Subject to the provisions of the Act, the Company will redeem all the Redeemable Shares then in issue forthwith upon an issue of ordinary shares where such issue is expressed to be made for the purpose of redeeming all the Redeemable Shares and where the proceeds of such issue are sufficient to redeem all the Redeemable Shares then in issue.

On the redemption of the Redeemable Shares the Company shall pay to the holders thereof (or as the holders may have previously directed the Company in writing) the amounts paid up or credited as paid up on such Redeemable Shares.

Certificates for Redeemable Shares (if any) shall be deemed to have been cancelled to the extent appropriate on the date on which payment in full is made of the redemption monies in respect of the Redeemable Shares to which the certificates relate.

If at any time redemption is required to be made in accordance with the foregoing provisions of these Articles and the Company is prohibited by law from redeeming all of the Redeemable Shares then falling to be redeemed, it shall on such date redeem such number of the same as it may then lawfully redeem pro rata to the holdings of each holder thereof and shall redeem the balance which would otherwise have fallen to be redeemed in accordance with this Article 9 as soon thereafter (pro rata to the holdings of each holder thereof) as it is not so prohibited.

### **Transfer**

The Redeemable Shares shall not be transferable.