

UTILITY MASTERS LIMITED

COMPANY NUMBER: 037⁹⁷93625

SOLE MEMBER'S WRITTEN RESOLUTION

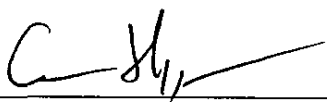
In accordance with Sections 288 to 300 inclusive of the Companies Act 2006 ("the Act"), we, being the sole member of the Company who would be entitled to vote on these resolutions on the circulation date hereof, agree that the following resolutions shall have effect as if passed by the Company in general meeting and accordingly WE RESOLVE THAT:-

ORDINARY RESOLUTION

- 1 the 900 A Ordinary Shares of £1 00 each and 100 B Ordinary Shares of £1 00 each forming the issued share capital of the Company be reclassified as 1,000 Ordinary Shares of £1.00 each and having the rights and privileges as set out in the Articles of Association of the Company adopted pursuant to Resolution 2 below, and

SPECIAL RESOLUTION

- 2 the Company adopt new Articles of Association in the form of the draft Articles of Association attached to this Written Resolution and signed for the purposes of identification by a director of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company, including the provisions of the Memorandum of Association incorporated into the existing Articles of Association by virtue of Section 28 of the Act


for and on behalf of
M&C Energy Group Limited

31st January 2011
Date



STATEMENT TO MEMBERS

in respect of

MEMBER'S WRITTEN RESOLUTION

In order for the attached member's written resolutions of Utility Masters Limited ("**the Company**") to be adopted as special and ordinary resolutions of the Company, those resolutions must be approved by members holding in aggregate not less than 75% and 50% (as the case may be) of the total voting rights exercisable by members of the Company in general meeting

Members may signify their approval of the written resolution by delivering to the Company an authenticated document (in hard copy or electronic form) identifying the resolutions and indicating agreement to their terms. It is therefore not necessary to physically sign it. However, signing the written resolutions in the space above the member's name is a valid and effective method of signifying approval.

In order for the resolutions to be agreed, the requisite number of votes in favour must be received by the Company on or before the date falling 28 days from the circulation date of this statement.

Circulation Date

31st January
2011

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THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
of
UTILITY MASTERS LIMITED



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THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
of
UTILITY MASTERS LIMITED
COMPANY NUMBER: 03973625

1 PRELIMINARY

- 1 1 In these articles, (“**Model Articles**”) means the Model Articles for Public Companies, as set out in Schedule 3 to the Companies (Model Articles) Regulations (SI 2008/3229), (“**the Act**”) means the Companies Act 2006, including any statutory modifications, replacement or re-enactment thereof from time to time in force, and (“**the Parent**”) means the corporation (if any) which is the holder of the entire issued share capital for the time being of the Company, as carries the right to vote at general meetings of the Company
- 1 2 The articles contained in the Model Articles shall apply to the Company, save insofar as they are excluded or modified by or inconsistent with the articles hereinafter contained and together such articles shall comprise the articles of association. Save as expressly set out in this Article 1.2, no regulations set out in any statute or statutory instrument concerning companies shall apply as articles of the Company
- 1 3 A reference herein to “**MA Article 1.1**” shall be Article 1.1 of the Model Articles. References to other articles of the Model Articles shall be made accordingly, save that the number of such references shall correspond to the numbering of the relevant provision of the Model Articles. The following Model Articles shall not apply to the Company: MA Articles 9 to 11 inclusive, MA Articles 20 to 22 inclusive, MA Article 25, MA Article 26, MA Article 28, MA Article 36(1)(a), MA Article 40, MA Article 46(2)(a), MA Article 50, MA Article 63(5), MA Article 64, MA Article 79, MA Article 80, MA Article 85 and MA Article 86. MA Article 8(2) shall be modified by the inclusion of the words “, if any,” after the words “company secretary”, MA Article 17(2) shall be modified by the inclusion of the words “if any,” after the words “company secretary”. MA Article 32(2) shall be modified by the inclusion of the words “If the Parent consents,” prior to the words “The Chairman of the meeting may permit”.

2 TRANSFER OF SHARES

- 2 1 The instrument of transfer of a share may be in any usual form or in any other form which the directors may approve and shall be executed by or on behalf of the transferor and, unless the share is fully paid, by or on behalf of the transferee

- 2.2 No fee shall be charged for the registration of any instrument of transfer or other document relating to or affecting the title to any share

3 NOTICE OF GENERAL MEETINGS

In every notice calling a general meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and speak and vote instead of him and that a proxy need not also be a member. Notices and other communications relating to a general meeting which any member is entitled to receive shall not be sent to the directors of the Company in their capacity as such

4 PROCEEDINGS AT GENERAL MEETINGS

- 4.1 No business shall be transacted at any meeting unless a quorum is present. Two persons present entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum, except at such times as the Company has only one member in which case one person entitled to vote upon the business to be transacted, being the sole member or a proxy for the sole member or a duly authorised representative of a corporation which is the sole member, shall be a quorum
- 4.2 At such times as the Company has only one member and he takes a decision which may be taken by the Company in general meeting and which has effect as if agreed by the Company in general meeting, such member shall (unless his decision is taken by way of written resolution) provide the Company with a written record of that decision
- 4.3 An instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors must be delivered to the registered office of the Company (or, to the extent permitted by the Act, sent using electronic communications to the Company at the address specified (or deemed to have been specified) by the Company for that purpose so as to be received by the Company):-
- 4.3.1 in the case of a general meeting or an adjourned meeting, not less than 48 hours before the time appointed for the holding of the meeting or to the place of the meeting at any time before the time appointed for the holding of the meeting,
- 4.3.2 in the case of a proxy notice given in relation to a poll taken more than 48 hours after it was demanded, not less than 24 hours before the time appointed for the taking of the poll; and
- 4.3.3 in the case of a proxy notice given in relation to a poll taken not more than 48 hours after it was demanded, before the end of the meeting at which the poll was demanded

In calculating when a proxy notice is to be delivered, no account is to be taken of any part of a day that is not a working day. A notice revoking the appointment of a proxy must be given in accordance with the Act.

5 NUMBER OF DIRECTORS

Unless otherwise determined by ordinary resolution of the Company, the number of directors (other than alternate directors) shall not be subject to any maximum but shall not be less than two

6 ALTERNATE DIRECTORS

6.1 Any director (other than an alternate director) may appoint any other director or any other person approved by the Parent and willing to act to be an alternate director and may remove from office an alternate director so appointed by him. An alternate director may represent one or more directors. An alternate director shall forthwith cease to be an alternate director if his appointor ceases for any reason to be a director.

6.2 An alternate director shall be entitled.-

6.2.1 to receive notice of all meetings of directors and of all committees of directors of which his appointor is a member and to attend any such meeting,

6.2.2 to one vote for every director who he represents who is not personally present in addition to his own vote (if any) as a director at any meeting of the directors or of any committee of directors, and

6.2.3 to sign a resolution in writing of the directors on behalf of every director whom he represents as well as on his own account if he himself is a director.

6.3 An alternate director shall not, if he is absent from the United Kingdom, be entitled to receive notice of meetings of directors or of committees of which his appointor is a member. At such meetings an alternate director shall count as only one for the purposes of determining whether a quorum is present

6.4 An alternate director shall be entitled generally to perform all the functions of his appointor as a director in his absence but shall not as an alternate director be entitled to receive any remuneration from the Company, save that he may be paid by the Company that part (if any) of the remuneration otherwise payable to his appointor as his appointor may by notice in writing to the Company from time to time direct

6.5 Any appointment or removal of an alternate director shall be by notice in writing to the Company signed by the director making or revoking the appointment or in any other manner approved by the directors. In the case of a notice of appointment, the notice must contain a statement signed by the

proposed alternate that the proposed alternate is willing to act as the alternate of the director giving the notice

7 DELEGATION OF DIRECTORS' POWERS

The directors may delegate any of their powers to committees consisting of one or more directors or other persons approved by the Parent. References in these Articles to a committee of directors or to a director as a member of such a committee shall include a committee or person referred to in this Article MA Article 5(1) shall be modified accordingly

8 APPOINTMENT AND REMOVAL OF DIRECTORS

8 1 The Parent may by memorandum in writing at any time and from time to time appoint any person who is willing to act as a director of the Company and is permitted by law to do so either to fill a casual vacancy or as an additional director, or remove any director from office. Such memorandum must be signed by or on behalf of the Parent and delivered to the registered office or produced to a meeting of the directors. Such appointment or removal shall take effect forthwith upon delivery or production of the memorandum or at such later time (if any) specified in such memorandum

8 2 Without prejudice to the provisions of Article 8.1, any person who is willing to act as a director and is permitted by law to do so may be appointed as director of the Company either.-

8 2 1 by ordinary resolution of the members, or

8 2 2 with the consent of the Parent by a resolution of the directors

9 DISQUALIFICATION OF DIRECTORS

9 1 The office of a director of a director shall be vacated if -

9 1 1 he ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director; or

9 1 2 he becomes bankrupt or makes any arrangement or composition with his creditors generally in satisfaction of that person's debts, or

9 1 3 a registered medical practitioner who is treating that person gives a written opinion to the company stating that the person has become physically or mentally incapable of acting as a director and may remain so for more than three months,

9 1 4 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have; or

9 1.5 he resigns his office by notice to the Company; or

9 1 6 he shall for more than six consecutive months have been absent without permission of the directors from meetings of the directors held during that period and the directors resolve that his office be vacated

10 PROCEEDINGS OF DIRECTORS

10 1 At the directors' meeting, unless a quorum is participating, no proposal is to be voted on. The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any higher number shall be two, except at such times as the Company has only one director in which case the quorum shall be one director. A person, who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum.

10 2 Any director (including an alternate director) may participate in a meeting of the directors or a committee of the directors of which he is a member by means of a conference telephone or similar communication equipment whereby all persons participating in the meeting can hear each other. A person so participating shall be deemed to be present in person at such meeting and shall be entitled to vote or be counted in a quorum accordingly. Subject to the Act, all business transacted in such manner by the Board or a committee of the Board shall for the purpose of these Articles be deemed to be validly and effectively transacted at a meeting of the Board or a committee of the Board notwithstanding that a quorum of Directors is not physically present in the same place. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.

10 3 If a situation arises or exists in which a director has or could have a direct or indirect interest that conflicts, or may potentially conflict, with the interests of the Company (other than an interest arising in relation to a transaction or arrangement with the Company or in circumstances which cannot reasonably be regarded as likely to give rise to a conflict of interest), without prejudice to the provisions of Articles 10 5 to 10 7, the director concerned, or any other director, may propose to the board that such situation be authorised, such proposal to be made in writing and delivered to the other directors or made orally at a meeting of the board, in each case setting out particulars of the relevant situation. Subject to the Act, the directors may authorise such situation and the continuing performance by the relevant director of his duties as a director of the Company on such terms as they may think fit.

10 4 The relevant director shall not be counted in the quorum at the relevant meeting of the directors to authorise such situations nor to be entitled to vote on the resolution authorising such situation.

10 5 Subject to compliance by him with his duties as a director under Part X of the Act (other than the duty in Section 175(1) of the Act which is subject of this Article 10) a director (including the Chairman of the Company (if any) and any other non-executive director) may -

- 10 5 1 be an officer of, employed by, or hold Shares or other securities (whether directly or indirectly) in, the Company, or
- 10 5 2 be a director or other officer of, employed by or hold Shares or other securities (whether directly or indirectly) in, or otherwise be interested, whether directly or indirectly, in Mull Topco Limited or any other company which is a subsidiary undertaking of that company,
- (in either case “**Group Company Interest**” and references to “**Group Company**” shall be construed accordingly) and notwithstanding his office or the existence of an actual or potential conflict between any Group Company Interest and the interests of the Company which would fall within the ambit of that Section 175(1), the relevant director
- 10 5 3 shall be entitled to attend any meeting or part of a meeting of the directors or a committee of the directors at which any matter which may be relevant to the Group Company Interest may be discussed, and to vote on any resolution of the directors or a committee thereof relating to such matter, and any board papers relating to such matter shall be provided to the relevant director at the same time as the other directors (save that a director may not vote on any resolution in respect of matters relating to his employment with the Company or other Group Company),
- 10 5 4 shall not be obliged to account to the Company for any remuneration or other benefits received by him in consequence of any Group Company Interest, and
- 10 5 5 will not be obliged to disclose to the Company or use for the benefit of the Company any confidential information received by him by virtue of his Group Company Interest and otherwise than by virtue of his position as a director, if to do so would breach any duty of confidentiality to any other Group Company or third party
- 10 6 Any director who has a Group Company Interest shall, as soon as reasonably practicable following the relevant Group Company Interest arising, disclose to the board the existence of such Group Company Interest and the nature and extent of such Group Company Interest so far as the relevant director is able at the time the disclosure is made PROVIDED that no such disclosure is required to be made of any matter in respect of which the relevant director owes any duty of confidentiality to any third party A disclosure made to the board under this Article 10 6 may be made either at the meeting of the board or by notice in writing to the Company marked for the attention of the directors. At such times as the Company has only a sole director, his decisions and declarations of interest pursuant to this Article shall be recorded in writing and written record shall be provided to the Parent
- 10 7 Notwithstanding the provisions of Article 10 5, the Parent may at any time, by notice in writing to the Company, direct that any Group Company Interest

or any such other actual or potential conflict of interest as a director may have, be submitted to the Parent for authorisation. If such a direction is made, the authorisation may be given by the consent in writing of the Parent. Upon such consent being given, the provisions of Articles 10.5.3 to 10.5.5 (in the case of a Group Company Interest) shall apply.

10.8 No contract entered into shall be liable to be avoided by virtue of:-

10.8.1 any director having an interest in the type referred to in Article 10.3 where the relevant situation has been approved as provided by that Article; or

10.8.2 any director having a Group Company Interest which falls within Article 10.5 or which is authorised pursuant to Article 10.7

10.9 The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purposes of calling a general meeting and if there are no such directors remaining then the member(s) may call a general meeting.

11 CHANGE OF NAME

The Parent may by memorandum in writing at any time and from time to time direct that the name of the Company be changed. Such a memorandum must be signed by or on behalf of the Parent and must be delivered to the registered office or produced to a meeting of the directors. Forthwith upon receipt of such notice (or otherwise as directed by the Parent), the directors shall, or shall procure, that notice of such proposed change of name shall be given to the Registrar of Companies in accordance with the provisions of Section 79 of the Act together with the appropriate fee.

12 BORROWING POWERS

The directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property and uncalled capital and subject to Sections 549-551 of the Act, to issue debentures, debenture stock and other securities as security for any debt, liability or obligation of the Company or of any third party.

13 THE SEAL

In addition to its powers under Section 44 of the Act, the Company may have a seal and the directors shall provide for the safe custody of such seal. The directors shall determine who may sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by at least one authorised person in the presence of a witness who attests this signature. For the purposes of this Article, an authorised person is any director of the Company, the company secretary (if there is one) or any person authorised by

the directors for the purpose of signing documents to which the common seal is applied

14 INDEMNITY AND INSURANCE

- 14.1 With the written consent of the Parent, the Company may indemnify, out of the assets of the Company, any director of the Company or any associated company against all losses and liabilities which he may sustain or incur in the execution of the duties of his office or otherwise in relation thereto, including, in respect of any director of either the Company or any associated company, where the Company or such associated company acts as trustee of an occupational pension scheme (as defined in the Act), against liability incurred in connection with the relevant company's activities as trustee of such scheme, provide that this Article 14.1 shall only effect insofar as its provisions are not void under the Act
- 14.2 Subject to the Act, with the written consent of the Parent, the Company may provide a director of the Company or of the Parent of any other holding company of the Company with funds to meet expenditure incurred by him in defending any civil or criminal proceedings brought or threatened against him, or any investigation carried out or proceedings brought or threatened against him by any regulatory authority, in any case in connection with any alleged negligence, default, breach of duty or breach of trust by him in relation to the Company or in connection with any application under Sections 661(3) or (4) or Section 1157 of the Act, and the Company shall be permitted to take or omit to take any action or enter into any arrangement which would otherwise be prohibited under the Act to enable a director to avoid incurring such expenditure.
- 14.3 With the written consent of the Parent, the Company shall be entitled to purchase and maintain insurance for any director of the Company or of any associated company against any liability attaching to any such person in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company or any associated company
- 14.4 For the purposes of Articles 14.1 and 14.3 above, a company will be "associated" with another if one is a subsidiary of the other or both are subsidiaries of the same body corporate

15 OVERRIDING PROVISIONS

The Company shall not pay any dividends on its Shares, redeem its Shares or purchase its Shares if to do so would cause the Company to be in breach of the provisions of the Finance Documents as defined in the Senior Facilities Agreement dated 23 December 2009 and made between, amongst others (1) the Parent and (2) HSBC Bank PLC (acting in various capacities) (as amended, supplemented, novated or replaced from time to time) or would constitute a Default (as such terms is defined in the Finance Documents)

16 NOTICES

Any notice, document or information to be given to or by any person pursuant to these Articles or otherwise by the Company to a member (other than a notice calling a meeting of the directors or a committee thereof) shall be in writing or shall be given in electronic form or, in the case of notice, document or information sent by the Company to a member, by publication on a website subject to and in accordance with the Act. A notice, document or information given by electronic means to an address specified for the purpose is deemed to have been given 24 hours after it was sent. A notice, document or information given by means of publication on a website is deemed to have been given when (i) the notice, document or information was first made available on the website, or (ii) if later, when notification that the notice, document or information was available on the website was received or deemed received

17 REGISTERED OFFICE

The Company's registered office is to be situated in England and Wales

SH08

Notice of name or other designation of class of shares



☒ **What this form is for**

You may use this form to give notice
of name or other designation of
class of shares

☒ **What this form is NOT for**

You cannot use this form to
give notice of name or other
designations of class of
members. To do this, please use
form SH13

For further information, please
refer to our guidance at
www.companieshouse.gov.uk

1 Company details

Company number 03973625

Company name in full UTILITY MASTERS LIMITED

→ **Filling in this form**
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

2 Date of assignment

Please insert the date on which the name or designation was assigned

Date of assignment 31/01/2011

3 Class(es) of shares

Existing class/description of shares	Name (or new name) or other designation
900 "A" ORDINARY SHARES OF £1 00 EACH	1,000 ORDINARY SHARES OF £1 00 EACH
100 "B" ORDINARY SHARES OF £1 00 EACH	

4 Signature

I am signing this form on behalf of the company

Signature

Signature

X  X

This form may be signed by


Director ☒, Secretary ☒, Person authorised ☒, Administrator ☒, Administrative
receiver ☒, Receiver ☒, Receiver manager ☒, CIO manager ☒


☒ **Societas Europaea**
If the form is being filed on behalf
of a Societas Europaea (SE), please
delete 'director' and insert details
of which organ of the SE the person
signing has membership



☒ **Person authorised**
Under either Section 270 or 274 of
the Companies Act 2006

SH08

Notice of name or other designation of class of shares

 Presenter information	
You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.	
Contact name	PAUL SCULLION
Company name	BURNESS LLP
Address	120 BOTHWELL STREET
Post town	GLASGOW
County/Region	
Postcode	G 2 7 J L
Country	
DX	GW154 GLASGOW
Telephone	0141 248 4933

 Checklist
We may return forms completed incorrectly or with information missing.
Please make sure you have remembered the following:
<input type="checkbox"/> The company name and number match the information held on the public Register
<input type="checkbox"/> You have entered the date of assignment in section 2
<input type="checkbox"/> You have completed section 3
<input type="checkbox"/> You have signed the form

 Important information
Please note that all information on this form will appear on the public record.
 Where to send
You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:
For companies registered in England and Wales. The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ DX 33050 Cardiff
For companies registered in Scotland: The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF DX ED235 Edinburgh 1 or LP - 4 Edinburgh 2 (Legal Post)
For companies registered in Northern Ireland: The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG DX 481 N R Belfast 1

 Further information
For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquires@companieshouse.gov.uk
This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk