

THE COMPANIES ACTS 1985 to 1989
COMPANY LIMITED BY SHARES

AMENDED ARTICLES OF ASSOCIATION*

OF

TELEGRAPH CAR PARKS LIMITED,

FRIDAY



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COMPANIES HOUSE

PRELIMINARY

- 1 (a) The regulations constituting Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 ("Table A") shall apply to the Company except in so far as they are excluded or varied by these Articles
- (b) Expressions defined in Regulation 1 of Table A shall where the context admits bear in these Articles the meanings so defined

SHARE CAPITAL

- 2 (a) The shares of the Company for the time being unissued, whether forming part of its original capital or not, shall be at the disposal of the directors, who may at their discretion for a period of five years from the date of the incorporation of the Company and afterwards with the previous sanction of an ordinary resolution (in accordance with Section 80 of the Act), allot, grant options over or otherwise dispose of them to such persons, at such times and on such terms as they shall take proper, but so that the nominal amount of the issued equity share capital shall not exceed the authorised share capital of the Company
- (b) The directors may allot shares notwithstanding that the authority under Regulation 2(a) has expired if they are allotted in pursuance of an offer or agreement made by the Company before the authority expired
- (c) The provisions of Section 89(1) and Section 90(1) to (6) of the Act shall not apply to the Company, in accordance with the exemption provided by Section 91(1) of the Act
- (d) Subject to the provisions of the Act, shares may with the sanction of an ordinary resolution be issued which are to be redeemed or are liable to be redeemed at the option of the Company or the holder on such terms and in such manner as the Company may by special resolution determine, provided that no redeemable shares may be issued if at the time there are no issued shares of the Company which are not redeemable
- (e) Subject to the provisions of the Act, the Company may purchase its own shares
- (f) Share certificates shall not be required to bear the impression of the Company seal, and Regulation 6 of Table A shall be amended accordingly

PROCEEDINGS AT GENERAL MEETINGS

* Amended pursuant to a written resolution dated 1 May 2007

- 3 (a) Every notice convening a General Meeting shall state that a member entitled to attend and vote thereat may appoint a proxy
- (b) In Regulation 54 of Table A there shall be inserted after the second occurrence of the words "every member" the words "present in person or by proxy"
- (c) In Regulation 62 of Table A there shall be substituted for the first occurrence of the words "not less than 48 hours before" the words "at any time before"

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 4 (a) Regulations 73 to 79 inclusive of Table A shall not apply to the Company
- (b) The Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director

PROCEEDINGS OF DIRECTORS

- 5 (a) Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to a maximum but shall not be less than one. The first directors of the Company shall be the persons named in the statement delivered under Section 10 of the Act
- (b) A director who is interested in any transaction or arrangement either with the Company or in which the Company is interested shall be entitled to vote on any such transaction or arrangement at a meeting of the board of directors of the Company providing that he has complied with the disclosure requirements provided by Regulations 85 and 86 of Table A
- (c) In Regulation 87 there shall be inserted after the first occurrence of the words "The directors" the words "on behalf of the Company"
- (d) In Regulation 89 of Table A there shall be substituted for the word "two" the word "one"

6 Special Article

A Notwithstanding anything contained in these articles, whether expressly or impliedly contradictory to the provisions of this Special Article (to the effect that any provision contained in this Special Article shall override any other provision of these articles)

- 1 The directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer

- (a) is to any bank, institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (Secured Institution) (and a certificate by any such person or an employee of any such person that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts), or

- (b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or
- (c) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security

and the directors shall forthwith register any such transfer or shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise

- 2 The directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in Special Article 1(a) above)
- 3 The lien set out in Regulation 8 of Table A, shall not apply to shares held by a Secured Institution (as defined in Special Article 1(a) above)

Any variation of this Special Article shall be deemed to be a variation of the rights of each class of share in the capital of the Company"

Name and address of subscriber

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Dated the first day of January 2002

Witness to the above signature

JOHN PURDON
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