

THE COMPANIES (NORTHERN IRELAND) ORDER 1986

COMPANY LIMITED BY SHARES

N126421

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

PREMIER TRANSCO LIMITED

Carson & McDowell,
Solicitors,
Murray House,
Murray Street,
BELFAST BT1 6HS

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THE COMPANIES (NORTHERN IRELAND) ORDER 1986

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

PREMIER TRANSCO LIMITED

REGISTERED
- 9 MAR 1992

1. The Company's name is "PREMIER TRANSCO LIMITED".
2. The Company's registered office is to be situate in Northern Ireland.
3. The Company's objects are:-
 - 3.1 To carry on all or any of the businesses of suppliers, distributors, storers, carriers, importers and exporters of, and dealers in natural and other gases and any products derived from or connected with any of these activities.
 - 3.2 To plan, locate, design, establish, build, construct, equip, operate, make, use, administer, manage and maintain, improve, enlarge, alter, repair, replace and remove, and carry out works in respect of, any station, sub-station, transformer station, pumping station, building, plant, equipment, main works and any facilities ancillary to the operation or use of the station.
 - 3.3 To construct, lay, place, operate, use, inspect, maintain, improve, enlarge, alter, protect, repair, replace and remove, and to carry on works in respect of, pipes, lines, plant and equipment and facilities ancillary to the operation or use of a transmission network or distribution network, and to acquire, operate and maintain the consents, authorisations, wayleaves, easements and other rights capable or possibly capable of facilitating the aforesaid.
 - 3.4 To acquire (whether by purchase, lease, concession, grant, hire, or otherwise), establish, develop, exploit, operate and maintain land, airspace, foreshore, licences, consents or authorisations, concessions, and rights and interests of all descriptions in or relating to the same, which may seem to the Company capable or possibly capable of facilitating the supply,

distribution, transmission, storing, carrying, import and export of, or dealing in, natural and other gases and any products derived from or connected with any of these activities, or of affording a supply of natural or other gas.

- 3.5 To instal in any premises or place and to operate, use, inspect, maintain, repair, replace and remove meters or other devices for assessing the quantity and/or quality of supplies of gas and for other purposes connected with such supplies.
- 3.6 To do anything that a gas distributor, supplier or transmitter is empowered or required to do under or by virtue of, or under licence granted under, any enactment.
- 3.7 To plan, locate, establish, build, construct, equip, operate, make, use, administer, manage and maintain, replace, improve, alter, repair and refurbish, and carry out works in respect of, all assets employed on any gas transmission system and on any distribution or supply system, all facilities, including loading and storage facilities (including enrichment facilities and waste-storage underground and offshore storage facilities), buildings (including those which are part of combined heat and power schemes), shops and showrooms, offices, factories, works, warehouses, plants, platforms, depots, distribution stations and sub-stations, pumping stations, compressor stations, laboratories, research stations, wharves, jetties, terminals, transport facilities, canals, roads, railways, tunnels, airports and structures of all kinds, whether for the purposes of the Company or for sale or hire to, or in return for any consideration from, any person, and to purchase or otherwise acquire, lease, charter, and take or let on hire any of the same, and to contribute to, or assist in, or carry out any part of, any operation in respect of the same.
- 3.8 To carry on all or any of the businesses of suppliers, distributors, designers, developers, manufacturers, installers, fitters, repairers, maintainers, importers and exporters of, and dealers in, gas appliances, household equipment and fittings, plant and machinery, and all kinds of goods, equipment, fittings, machinery, materials and installations connected with the transmission, supply, and use of gas for domestic, industrial, commercial or other purposes, or with the conservation of gas.
- 3.9 To carry on all or any businesses of inspectors, maintainers, repairers, reconditioners, servicers, coaters, designers, developers, manufacturers, constructors, installers, layers, fitters, hirers, letters on hire, suppliers, distributors, importers and exporters of, and dealers in, station, sub-station and station plant and equipment, transmission lines and cables, distribution lines and cables, pipes and pipelines, equipment ancillary to the operation and use of stations, transmission and distribution lines and cables, pipes, pipelines and any other conducting media, pylons, platforms, tunnels, and facilities of all kinds, tools and machinery, technical, engineering and other equipment, plant, components, accessories and supplies of every description.

- 3.10 To carry on all or any of the businesses of consultants, advisers and suppliers of management, personnel, and training services, whether generally or in respect of one or more of the types of business or activity which the Company or its subsidiaries has power to carry on, and to provide training and educational courses, instruction and materials, of every description for employees of the Company or its subsidiaries for other persons.
- 3.11 To carry on all or any of the businesses of, and provide services associated with, engineers (including without limitation, electrical, gas, petroleum, environmental, drilling, construction, mechanical, heating, ventilation, civil, nuclear, chemical, telecommunications, computer and data information engineers), environmental biologists, physicists (including without limitation nuclear and health physicists), chemists, physicians and specialists in medicine, mechanics, technicians, geologists, funeral undertakers, operators of crematoria, draftsmen, designers, surveyors, architects, builders, painters and decorators.
- 3.12 To carry on all or any of the businesses of wholesalers, retailers and traders, whether generally or in relation to particular goods or commodities, advertisers, advertising agents, sales promoters, public relations agents and marketing agents.
- 3.13 To carry on all or any of the businesses of bankers, financiers, factors, debt collectors, dealers in securities, underwriters, insurers, brokers of any kind, persons carrying on investment business under the Financial Services Act 1986, developers of and dealers in property, storage contractors, freight contractors, carriers by land, water and air of freight and passengers, forwarding agents, shipping agents and agents of any other kind.
- 3.14 To carry on all or any of the businesses of running, operating, managing or co-operating in projects or works designed to restore, preserve, improve and protect the environment.
- 3.15 To carry on all or any of the businesses of running, operating, managing, supplying and dealing in telecommunication systems, systems of other kinds for the conveyance by any means of sounds, visual images and signals, and services, facilities and equipment ancillary to, or for use in connection with, such systems.
- 3.16 To carry on all or any businesses of running, operating, managing, supplying and dealing in data processing and information retrieval systems, computers, computer programs and software, computer bureaux, databases and services, facilities and equipment ancillary to, or for use in connection with the same.

- 3.17 To carry on all or any of the businesses of suppliers, distributors, manufacturers, producers, processors, importers and exporters of, and dealers in, chemicals, pharmaceuticals, fertilisers and foodstuffs.
- 3.18 To carry on business as inventors, researchers and developers, to conduct, promote and commission research and development in connection with the activities of the Company and its subsidiaries, to establish and maintain research stations, laboratories, workshops, testing and proving grounds, facilities, establishments and installations and to exploit and turn to account the results of any research and development carried out by or for it.
- 3.19 To invent, design, develop, construct, manufacture, produce, erect, assemble, test, alter, instal, maintain, repair, renovate, refurbish, recondition, utilise, operate, manage, purchase, sell, hire, hire out, import, export, supply and otherwise deal in all kinds of equipment, apparatus, plant, machinery, appliances, articles, furniture, things, accessories, components, fittings, tools, materials, substances, products, systems, computer, computer programs and software which are required or are likely to be required by the Company for the purposes of, or in connection with, any of its businesses, or by other persons, or which in the opinion of the Company may be conveniently or advantageously dealt with by the Company in connection or association with any of its objects or the objects of any of its subsidiaries.
- 3.20 To purchase, charter, lease, take or let on hire, operate, use, employ or turn to account, build, equip, service, repair, maintain, supply and deal in tankers and other ships and vessels and craft of every description (including, without limitation, submersible craft), hovercraft, motor vehicles, aircraft, airships, railway locomotives, wagons, trucks and any means of transport and parts and accessories of all kinds for any of the same.
- 3.21 To carry on any or all of the businesses of acquiring, disposing of, and trading or dealing in, financial instruments and contracts of any kind and (without limitation) to enter into arrangements of any kind for or in connection with the sale or supply of electricity or other forms of energy or any other products, goods or services of the Company or otherwise and to make and enter into any pricing or financial arrangements.
- 3.22 To establish, acquire, produce, transit, broadcast, publish, print and reproduce in any form whatsoever (including, without prejudice to the generality of the foregoing, visual or audible form and forms capable of being used by, in or in connection with, computers), and to buy, sell, supply and otherwise deal in brochures, manuals, journals, periodicals, magazines, newspapers, books, pictures, photographs, stationery and other documents, sound and visual recordings, tapes, films, and programmes for radio, television, cinema and other means of communication.

- 3.23 To make, develop, purchase or otherwise acquire (whether alone or otherwise howsoever) any patents, patent rights, inventions, processes, designs (whether registered or not), copyrights, topography rights, trade marks or service marks (whether registered or not), commercial names and designations, know-how, formulae, licences, grants, concessions and the like (and any interest in any of them) or any exclusive or non-exclusive or limited right to use, or any secret or other information as to, any of them and to apply for and take out protection or additional protection therefor and (whether alone or otherwise howsoever) to hold, use, exercise, develop, transfer or grant licences in respect of, or otherwise turn to account or deal with, the property, rights, title or interest in any of them.
- 3.24 To apply for and promote any Bill and to apply for, promote and obtain any Act of Parliament, charter, privilege, concession, licence, or authorisation of any government, state, municipality, department or other authority for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any Bill or Act, charter, privilege, licence, concession or authorisation, actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its members.
- 3.25 To enter into any arrangement with any governments or authorities (national, municipal, local, international, or otherwise), or any corporations, companies, or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- 3.26 To carry on any other business or activity of any nature whatsoever which may seem to the Directors to be capable of being conveniently or advantageously carried on in connection or conjunction with any business of the Company hereinbefore or hereinafter authorised or to be expedient with a view directly or indirectly to enhancing the value of or to rendering profitable or more profitable any of the Company's assets or utilising its skills, know-how or expertise.
- 3.27 To subscribe, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with, any shares or other securities or investments of any nature whatsoever, and any options or rights in respect thereof or interests therein, and to buy and sell foreign exchange.

- 3.28 To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments or securities.
- 3.29 To purchase, or otherwise acquire for any estate or interest any property (real or personal) or assets or any concessions, licences, grants, patents, trade marks, copyrights or other exclusive or non-exclusive rights of any kind and to hold, develop and turn to account and deal with the same in such manner as may be thought fit and to make experiments and tests and to carry on all kinds of research work.
- 3.30 To build, construct, alter, remove, replace, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control buildings, structures or facilities of all kinds, whether for the purposes of the Company or for sale, letting or hire to or in return for any consideration from any company, firm or person, and to contribute to or assist in or carry out any part of any such operation.
- 3.31 To amalgamate or enter into partnership or any joint venture or profit/loss-sharing arrangement or other association with any company, firm, person or body.
- 3.32 To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any company, firm, person or body carrying on any business which the Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- 3.33 To promote, or join in the promotion of, any company, whether or not having objects similar to those of the Company.
- 3.34 To establish any fund or trust, the funds of which may be used for investment or development or for the support of any business venture whatsoever, whether or not with the same objects as the Company, or for any other purpose that the Directors decide.
- 3.35 To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue of debentures, debenture stock or other securities of any description.
- 3.36 To advance, lend or deposit money or give credit to or with any company, firm or person on such terms as may be thought fit and with or without security.

- 3.37 To guarantee or give indemnities or provide security, whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by all or any such methods, for the performance of any contracts or obligations, and the payment of capital or principal (together with any premium) and dividends or interest on any shares, debentures or other securities, of any person, firm or company including (without limiting the generality of the foregoing) any company which is for the time being a holding company of the Company or another subsidiary of any such holding company or is associated with the Company in business.
- 3.38 To issue any securities which the Company has power to issue for any other purpose by way of security or indemnity or in satisfaction of any liability undertaken or agreed to be undertaken by the Company.
- 3.39 To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for shares or other securities, whether fully or partly paid up.
- 3.40 To procure the registration, recognition or incorporation of the Company in or under the laws of any territory outside Northern Ireland.
- 3.41 To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any purpose which may be considered likely directly or indirectly to further the interests of the Company or of its members.
- 3.42 To establish and maintain or contribute to any pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any individuals who are or were at any time in the employment or service of the Company or of any company which is its holding company or is a subsidiary of the Company or any such holding company or otherwise is allied to or associated with the Company or any of the predecessors of the Company or any other such company as aforesaid, or who are or were at any time directors or officers of the Company or of any such other company, and the wives, widows, families and dependants of any such individuals; to establish and subsidise or subscribe to any institutions, associations, clubs or funds which may be considered likely to benefit any such persons or to further the interests of the Company or of any such other company; and to make payments for or towards the insurance of any such persons.

3.43 To establish and maintain, and to contribute to, any scheme for encouraging or facilitating the holding of shares or debentures in the Company by or for the benefit of its employees or former employees, or those of its subsidiary or holding company or subsidiary of its holding company, or by or for the benefit of such other persons as may for the time being be permitted by law, or any scheme for sharing profits with its employees or those of its subsidiary and/or associated companies, and (so far as for the time being permitted by law) to lend money to employees of the Company or of any Company which is its holding Company or is a subsidiary of the Company or any such holding Company or otherwise is allied to or associated with the Company with a view to enabling them to acquire shares in the Company or its holding company.

3.44 (i) To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers or employees or auditors of the Company, or of any other company which is its holding company or in which the Company or such holding company or any of the predecessors of the Company or of such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to the Company or any such other company, subsidiary undertaking or pension fund, and

(ii) to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from any such liability; for the purposes of this clause "holding company" and "subsidiary undertaking" shall have the same meanings as in the Companies (Northern Ireland) Order 1986 as amended by the Companies (No. 2) (Northern Ireland) Order 1990.

3.45 To distribute among members of the Company in specie or otherwise, by way of dividend or bonus or by way of reduction of capital, all or any of the property or assets of the Company, or any proceeds of sale or other disposal of any property or assets of the Company, with and subject to any incident authorised and consent required by law.

3.46 To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, subsidiary companies or otherwise, and either alone or in conjunction with others.

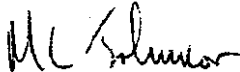
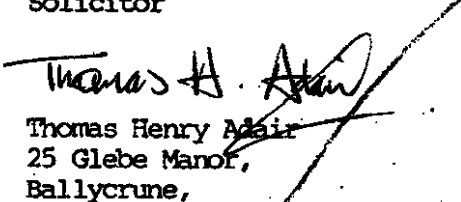
3.47 To do all such other things as may be considered to be incidental or conducive to any of the above objects.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this Clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

4. The liability of the members is limited.

5. The Company's share capital is £100 divided into shares of £1 each.

We, the Subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum: and we agree to take the number of Shares shown opposite our respective names.

| NAMES AND ADDRESSES AND DESCRIPTION OF SUBSCRIBERS | NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER |
|---|---|
|  Michael Cameron Johnston 30 Dellmont Drive, Bangor, Co. Down BT20 4UB Solicitor | ONE |
|  Thomas Henry Adair 25 Glebe Manor, Ballycrune, Hillsborough BT26 6NS Solicitor | ONE |
| TOTAL NUMBERS OF SHARES | TWO |

Dated this 4th day of March 1992

WITNESS to the above signatures:-


W. Stanley Hill

Solicitor,

Belfast

THE COMPANIES (NORTHERN IRELAND) ORDER 1986

COMPANY LIMITED BY SHARES

REGISTERED
- 9 MAR 1992

ARTICLES OF ASSOCIATION

OF

PREMIER TRANSCO LIMITED

N126421/2

PRELIMINARY AND INTERPRETATION

1.1 The regulations contained in Table A ("Table A") in the Companies (Tables A to F) Regulations (Northern Ireland) 1986 shall apply to the Company save insofar as they are excluded or varied hereby.

1.2 In these regulations and in the regulations of Table A that apply to the Company:

"THE ORDER" means The Companies (Northern Ireland) Order 1986 including any statutory modification or re-enactment thereof for the time being in force.

"THE ARTICLES" means the articles for the time being of the Company.

"CLEAR DAYS" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"EXECUTED" includes any mode of execution.

"OFFICE" means the registered office for the time being of the Company.

"THE HOLDER" in relation to shares means the member whose name is entered in the register of members as the holder of the shares.

"THE SEAL" means the common seal of the Company.

"SECRETARY" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary.

"THE UNITED KINGDOM" means Great Britain and Northern Ireland.

"A PERSON OF UNSOUND MIND" means a person who is, or may be, suffering from mental disorder and either -

- (a) He is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or in Northern Ireland under the Mental Health (Northern Ireland) Order 1986, or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
- (b) an order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs.

Unless the context otherwise requires, words or expressions contained in these regulations and in the regulations of Table A that apply to the Company bear the same meaning as in the Order but excluding any statutory modification thereof not in force when these regulations become binding on the Company, words importing the singular only shall include the plural and vice versa, words importing the masculine gender shall include the feminine gender and words importing natural persons shall include also corporations.

The headings in these regulations are for convenience only and shall be ignored in construing the language or meaning of the Articles. Regulation 1 of Table A shall not apply.

2. PRIVATE COMPANY

The Company is a Private Company within the meaning of Article 12 of the Order and accordingly no shares in or debentures of the Company shall be offered to the public (whether for cash or otherwise) and the Company shall not allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

3. SHARE CAPITAL

- 3.1 The share capital of the Company is £100 divided into 100 shares of £1 each.
- 3.2 Subject to the provisions of the Order and without prejudice to Sub-Article 3.3 any shares may be issued which are to be redeemed or are liable to be redeemed at the option of the Company or the holder of such shares on such terms and in such manner as may be provided by the Articles or as the Company may by resolution determine. Regulation 3 of Table A shall not apply.
- 3.3 The unissued shares in the capital of the Company for the time being shall be under the control of the Directors, who are hereby generally and unconditionally authorised to allot, grant options over, or otherwise dispose of or deal with any unissued shares and relevant securities (as defined in Article 90 (2) of the Order) to such persons, on such terms and in such manner as they think fit,

but subject to any agreement binding on the Company Provided that the authority contained in this Article insofar as the same relates to relevant securities (as defined as aforesaid) shall, unless revoked or varied in accordance with Article 90 of the Order:-

- (i) be limited to a maximum nominal amount of shares equal to the amount of the authorised share capital at the date of the adoption of these Articles; and
- (ii) expire on the fifth anniversary of the date of the adoption of these Articles but without prejudice to any offer or agreement made before that anniversary which would or might require the exercise by the Directors after such anniversary of their powers in pursuance of the said authority.

In exercising their authority under this Sub-Article the Directors shall not be required to have regard to Articles 99(1) and 100 (1) to (6) (inclusive) of the Order which Articles shall be excluded from applying to the Company.

4. LIEN

The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any person for all moneys presently payable by him or his estate to the Company, whether he shall be the sole registered holder thereof or shall be one of several joint holders; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon. Regulation 8 of Table A shall not apply.

5. TRANSFER OF SHARES

5.1 The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share. Without prejudice to the generality of the foregoing the Directors may refuse to register a transfer unless:

- (i) it is lodged at the office or at such other place as the Directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer;
- (ii) it is in respect of only one class of shares; and
- (iii) it is in favour of not more than four transferees.

5.2 No share shall be transferred to any infant, bankrupt or person of unsound mind.

5.3 Regulation 24 of Table A shall not apply.

6. **VARIATION OF RIGHTS**

If at any time the share capital is divided into different classes of shares, the rights attached to any class may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of the shares of the class. To every such separate General Meeting the provisions of these regulations relating to General Meetings shall apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll.

7. **NOTICE OF GENERAL MEETINGS**

An Annual General Meeting and an Extraordinary General Meeting called for the passing of a Special Resolution shall be called by at least twenty-one clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice if it is so agreed.

- (a) in the case of an Annual General Meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other Meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent in nominal value of the shares giving that right.

The notice shall specify the time and place of the Meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the Meeting as such.

Subject to the provisions of the Articles and to any restrictions imposed on any shares, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the Directors and Auditors.

Regulation 38 of Table A shall not apply.

8. **NUMBER OF DIRECTORS**

The minimum number of Directors shall be two and there shall be no maximum number. Regulation 64 of Table A shall not apply.

9. **ALTERNATE DIRECTORS**

- 9.1 Any Director (other than an alternate Director) may appoint any other Director, or any other person approved by the Directors and willing to act, to be an alternate Director and may remove from office an alternate Director so appointed by him. Save as

otherwise provided in these Articles, unless he is already an officer of the Company in his own right, an alternate Director shall not, as such, have any rights other than those mentioned in Sub-Article 9.2 below.

9.2 An alternate Director shall be entitled to receive notice of all meetings of Directors and of all meetings of committees of Directors of which his appointor is a member, and to attend, speak and vote at any such meeting at which the Director appointing him is not personally present but it shall not be necessary to give notice of such a meeting to an alternate Director who is absent from the United Kingdom. A Director present at such meeting and appointed alternate Director for any other Directors entitled to attend and vote at such meeting shall have an additional vote for each of his appointors absent from the meeting. An alternate Director shall not be entitled to receive any remuneration from the Company for his services as an alternate Director.

9.3 An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director; but, if a Director retires but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate Director made by him which was in force immediately prior to his retirement shall continue after his reappointment.

9.4 Any appointment or removal of an alternate Director shall be by notice to the Company signed by the Director making or revoking the appointment or in any other manner approved by the Directors.

9.5 Without prejudice to Sub-Article 9.2 and save as otherwise provided in the Articles, an alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Director appointing him.

9.6 Regulations 65 to 69 (inclusive) shall not apply and Regulation 88 shall be modified accordingly.

10. POWERS OF DIRECTORS

The Directors may sanction the exercise by the Company of all the powers of the Company to make provision for the benefit of persons (including Directors) employed or formerly employed by the Company or any subsidiary of the Company in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or any such subsidiary as are conferred by Sections 610 and 668 of the Order and, subject to such sanction, the Directors may exercise all such powers of the Company.

11. APPOINTMENT AND RETIREMENT OF DIRECTORS

11.1 The Directors of the Company shall not retire by rotation and Regulations 73 to 77 (inclusive) of Table A shall not apply and Regulation 78 shall be modified accordingly.

- 11.2 The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company either to fill a casual vacancy or as an addition to the Board. Subject to Sub-Article 12.1 a Director may be appointed under this Article to hold office for life or any other period or upon such terms in respect of his retirement as the Directors shall at the time of his appointment determine. Regulation 79 of Table A shall not apply.

12. **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

12.1 The office of Director shall be vacated if:

- (i) he ceases to be a Director by virtue of any provision of the Order or he becomes prohibited by law from being a Director; or
- (ii) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (iii) he is a person of unsound mind; or
- (iv) he resigns his office by notice to the Company; or
- (v) he is removed from office under Section 311 of the Order, or by Extraordinary Resolution of the Company; or
- (vi) he is served with written notice under the hand of a Director or the Secretary of any Company which is for the time being the Company's holding company that the Board of Directors of such company has resolved that his appointment be terminated;

and Regulation 81 of Table A shall not apply.

- 12.2 No person shall be disqualified from being or becoming a Director of the Company by reason of his attaining or having attained the age of 70 years or any other age.

13. **DIRECTORS' INTERESTS**

Provided that a Director declares his interest in a contract or arrangement or proposed contract or arrangement with the Company in manner provided by Section 325 of the Order he shall be counted in the quorum of any meeting of Directors at which the same is considered and shall be entitled to vote as a Director in respect thereof. Regulation 94 of Table A shall not apply.

14. **DIRECTORS' GRATUITIES AND PENSIONS**

The Directors shall have power to pay or provide and agree to pay or provide pensions or other retirement, superannuation, death or disability benefits to, or to any person in respect of any Director or former Director of the Company or any subsidiary or holding company of the Company or another subsidiary of any such holding company and for the purpose of providing any such pensions or other benefits to contribute to any scheme or fund or to pay

premiums (whether before or after such Director ceases to hold office or employment). A Director may vote at a meeting of Directors in respect of any matter referred to in this Article, notwithstanding that he is personally interested in such matter and shall be counted in the quorum present at the meeting. Regulation 87 of Table A shall not apply.

15. PROCEEDINGS OF DIRECTORS

15.1 The quorum for the transaction of the business of the Directors shall, except when one Director only is in office, be two. A person who holds office as an alternate director shall, if his appointor is not present, be counted in the quorum. When one Director only is in office he shall have and may exercise all the powers and authorities in and over the affairs of the Company as are conferred on the Directors by the Articles. Regulation 89 of Table A shall not apply.

15.2 A resolution in writing signed by all the Directors (including a sole Director) entitled to receive notice of a meeting of directors or of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors; but a resolution signed by an alternate Director need not also be signed by his appointor and, if it is signed by a Director who has appointed an alternate Director, it need not be signed by the alternate Director in that capacity. Regulation 93 of Table A shall not apply.

16. DIVIDENDS

16.1 The Directors may retain the dividends payable upon shares in respect of which any person is under the provisions as to the transmission of shares hereinbefore contained entitled to become a member, or which any person under those provisions is entitled to transfer, until such person shall become a member in respect of such shares or shall duly transfer the same, in this case subject to Article 5. Regulation 31 of Table A shall be modified accordingly.

16.2 The payment by the Directors of any unclaimed dividend or other monies payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof. Any dividend unclaimed after a period of twelve years from the date when it became due for payment shall be forfeited and cease to remain owing by the Company. Regulation 108 of Table A shall not apply.

17. NOTICES

17.1 Any notice given to or by any person pursuant to the Articles shall be in writing except that notice calling a meeting of the Directors need not be in writing. Any notice given by or on behalf of any person to the Company may be given by leaving the same at or by sending the same by post to the office or such other place as the Directors may appoint. Regulation 111 of Table A shall not apply.

- 17.2 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 24 hours after the envelope containing it was posted. Regulation 115 of Table A shall not apply.

18. **INDEMNITY**

In addition to the indemnity contained in Regulation 118 of Table A and subject to the provisions of Article 318 of the Order, every Director, Managing Director, Agent, Auditor, Secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution of and discharge of the duties of his office.

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Mc Johnston

Michael Cameron Johnston
30 Dellmont Drive,
Bangor,
Co. Down BT20 4UB
Solicitor

Thomas H. Adair

Thomas Henry Adair
25 Glebe Manor,
Ballycrune,
Hillsborough BT26 6NS
Solicitor

Dated the 4th day of March 1992

WITNESS to the above signatures:

W. Stanley Hill

W. Stanley Hill

Solicitor,

Belfast

THIS IS TO CERTIFY THAT THIS DOCUMENT HAS BEEN PRODUCED BY THE RANK XEROX
PROCESS BY CARSON & McDOWELL, Solicitors, Murray House, Murray Street,
Belfast BT1 6HS.

Carson McDowell

23



00630375

S FORM No. 23

Notary Declaration of compliance with requirements on application for registration of a company

Please do not
write in
this margin

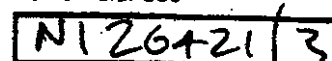
Pursuant to Article 23(3) of the Companies (Northern Ireland) Order 1986.

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

To the Registrar of Companies

For official use

For official use



Name of company

* PREMIER TRANSCO LIMITED

Insert full
name of Company

I, William Stanley Hill

of Murray House, Murray Street, Belfast BT1 6HS

† delete as
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†
~~person named as director or secretary of the company in the statement delivered to the registrar~~
~~under Article 24(2)†~~ and that all the requirements of the above Order in respect of the registration of
the above company and of matters precedent and incidental to it have been complied with. And I make
this solemn declaration conscientiously believing the same to be true and by virtue of the provisions
of the Statutory Declarations Act 1835

Declared at 4/5 Murray Street, Belfast

Declarant to sign below

the fourth day of March

One thousand nine hundred and ninety two

before me Henry H. White

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

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

Carson & McDowell,
Solicitors,
Murray House,
Murray Street,
BELFAST BT1 6HS

WCH/MT

DEPARTMENT OF
ECONOMIC DEVELOPMENT

For official use
RECEIVED
Public Office
- 4 MAR 1992

RECEIPT No.

New Companies Section

REGISTERED
- 9 MAR 1992

21

Statement of first directors and secretary and intended situation of registered office

This form should be completed in black.

Company name (in full)

CN

N126421

for official use

4

PREMIER TRANSCO LIMITED

Registered office of the company on incorporation

RO

Ballylumford Power Station

Islandmagee

Post town Larne

County/Region County Antrim

Postcode BT40 3RN

If the memorandum is delivered by an agent for the subscribers of the memorandum mark 'X' in the box opposite and give the agent's name and address

X

Name

Carson & McDowell,

RA

Solicitors

Murray House, Murray Street,

Post town Belfast

County/Region County Antrim

Postcode

BT1 6HS

REGISTERED

- 9 MAR 1992

Number of continuation sheets attached

DEPARTMENT OF
ECONOMIC DEVELOPMENT

To whom should Companies Registry direct any enquiries about the information shown in this form?

- 4 MAR 1992

FEE

CHECK

Carson & McDowell

Solicitors, Murray House,
Murray Street, Belfast

Postcode BT1 6HS

Telephone (0232) 244951

REF: WSH/MJ

Company Secretary

Name ***Style/Title**
Forenames
Surname
***Honours etc**
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature

| | |
|--|--------------------|
| CS | Mr. |
| | Michael Cameron |
| | Johnston |
| | |
| | |
| AD | 30 Dellmont Drive, |
| | |
| Post town | Bangor |
| County/Region | County Down |
| Postcode | BT20 4UB |
| | Country |
| I consent to act as secretary of the company named on page 1 | |
| Signed | MC Johnston |
| Date | 4th March 1992 |

Directors

Please list directors in alphabetical order.

Name ***Style/Title**
Forenames
Surname
***Honours etc**
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

*Voluntary details

Consent signature

| | |
|---|--|
| CD | Mr. |
| | Thomas Henry |
| | Adair |
| | |
| | |
| AD | 25 Glebe Manor, Ballycrune, Hillsborough |
| | |
| Post town | Lisburn |
| County/Region | County Antrim |
| Postcode | BT26 6NS |
| | Country Northern Ireland |
| DO | |
| Nationality | NA British |
| OC | Solicitor |
| OD | None |
| I consent to act as director of the company named on page 1 | |
| Signed | Thomas H. Adair |
| Date | 4th March 1992 |

Directors (continued)

Name *Style/Title
 Forenames
 Surname
 *Honours etc
 Previous forenames
 Previous surname

Address

Usual residential address must be given.
 In the case of a corporation, give the
 registered or principal office address.

Date of birth

Business occupation

Other directorships

*Voluntary details

Consent signature

| | | | |
|---|--------------------|---------------------|--------------------------|
| CD | Mr. | | |
| | Michael Cameron | | |
| | Johnston | | |
| | | | |
| | | | |
| | | | |
| AD | 30 Dellmont Drive, | | |
| | | | |
| | Post town | Bangor | |
| | County/Region | County Down | |
| | Postcode | BT20 4UB | Country Northern Ireland |
| DO | | Nationality | NA British |
| OC | Solicitor | | |
| OD | | | |
| I consent to act as director of the company named on page 1 | | | |
| Signed | | Date 4th March 1992 | |

Delete if the form
 is signed by the
 subscribers

| | |
|--|---------------------|
|  | Date 4th March 1992 |
| Signature of agent on behalf of all subscribers | |

Delete if the form is
 signed by an agent
 on behalf of all the
 subscribers.

All the subscribers
 must sign either
 personally or by a
 person or persons
 authorised to sign
 for them.

| | |
|--------|------|
| Signed | Date |
| Signed | Date |
| Signed | Date |
| Signed | Date |
| Signed | Date |
| Signed | Date |

Notes

1. If the spaces on Page 2 are insufficient the names and particulars can be entered on photocopies of page 2.

2. 'Director' includes any person who occupies the position of a director, by whatever name called.

3. For an individual, his present Christian name(s) and surname must be given, together with any previous Christian names) or surname(s).

'Christian name' includes a fore-name. In the case of a peer or person usually known by a title different from his surname, 'surname' means that title. In the case of a corporation, its corporate name must be given.

A previous Christian name or surname need not be given if:—

(a) in the case of a married woman, it was a name by which she was known before her marriage; or

(b) it was changed or ceased to be used at least 20 years ago, or before the person who previously used it reached the age of 18; or

(c) in the case of a peer or a person usually known by a British title different from his surname, it was a name by which he was known before he adopted the title or succeeded to it.

4. The names must be given of all bodies corporate incorporated in Northern Ireland of which the director is also a director, or has been a director at any time during the preceding five years.

However, a present or past directorship need not be disclosed if it is, or has been, held in a body corporate which, throughout that directorship, has been:—

(a) a dormant company (which is a company which has had no transactions required to be entered in the company's accounting records, except any which may have arisen from the taking of shares in the company by a subscriber to the memorandum as such);

(b) a body corporate of which the company making the return was a wholly owned subsidiary;

(c) a wholly-owned subsidiary of the company making the return; or

(d) a wholly-owned subsidiary of a body corporate of which the company making the return was also a wholly-owned subsidiary.

5. Dates of birth must be given for all directors.

DUPLICATE FOR THE FILE



NI26421

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY that

PREMIER TRANSCO LIMITED

is this day incorporated under the Companies (Northern Ireland)
Order 1986; and that the Company is limited

Given under my hand at Belfast, this NINTH day
of MARCH One Thousand Nine Hundred and NINETY-TWO

Mary A Russell

Assistant Registrar of Companies for
Northern Ireland

Certificate
received by

J. M. O'Sullivan

Date 10-3-92