

Company Number : 66722

THE COMPANIES ACT 1985

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PRIVATE COMPANY LIMITED BY SHARES

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MEMORANDUM

-- AND --

ARTICLES OF ASSOCIATION

- of -

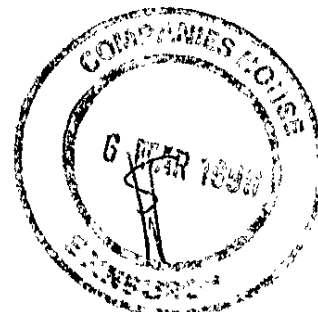
TRANSFLEET VEHICLE SERVICES LIMITED

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Incorporated on the 28th day of December 1978

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BERWIN LEIGHTON  
Adelaide House  
London Bridge  
London EC4R 9HA



THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- (1) The name of the Company is "TRANSFLEET VEHICLE SERVICES LIMITED".
- (2) The Registered Office of the Company will be situate in Scotland.
- (3) The objects for which the Company is established are:-
  - (a) To carry on for profit, directly or indirectly whether by itself or through subsidiary associated or allied companies or firms in the United Kingdom or elsewhere in all or any of its branches namely:- contract hirers, renters, lessors, proprietors, manufacturers, sellers, maintenance engineers, repairers and factors of transport, motor vehicles and trailers of every description, of ships, aeroplanes, transport plant and equipment and all components thereof and of all machinery, fittings and appliances capable of being used therewith or in the manufacture maintenance and working thereof, general carriers, haulage contractors, carriers of passengers and goods by land, air and water, forwarding agents, insurance agents, bankers, ship brokers, freight contractors, storers, warehousemen, garage proprietors, importers, exporters, dealers in petrol and oil, designers, consultants and printers.
  - (b) To carry on any other trade or business whatever which can in the opinion of the board of directors be advantageously carried on in connection with or ancillary to any of the business of the Company, or which may seem to the Company capable of being conveniently carried on or calculated directly or indirectly to enhance the value or render profitable any of the Company's property or rights.
  - (c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
  - (d) To purchase, lease, exchange or otherwise acquire or deal in any heritable real or leasehold property, rights or privileges, and to construct, maintain, extend and alter any buildings, roads, railways, bridges and other works and plant of every kind or description.
  - (e) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention,



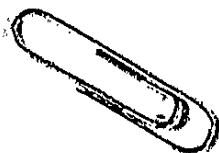
copyrights, licences, secret processes, trade marks, trade names, designs, protections, concessions and similar rights, and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

- (f) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- (g) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (h) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- (i) To pay for any property or rights acquired by the Company in cash, by instalments, or in shares of the Company with or without special rights as to dividend or repayment of capital, or by means of any security which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as may be agreed upon.
- (j) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, and to receive money on deposit or loan upon such terms as the Company may approve.
- (k) To borrow and raise money in such manner whether by bonds, debentures or otherwise as the Company shall think fit and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property

or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

- (l). To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of lading, warranties, debentures, and other negotiable or transferable instruments.
- (m) To apply for, promote, and obtain any act of parliament, provisional order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (n) To enter into any arrangement with any Government or authority, (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise and comply with any such charters, decrees, rights, privileges and concessions.
- (o) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.
- (p) To act as agents or brokers and as trustees for any person, firm or company and to undertake and perform sub-contracts.
- (q) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (r) To pay all or any expense incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any Shares or other securities of the Company.

- (s) To guarantee and/or give security for the payment of money by or the performance of obligations of all kinds by any company which shall at the time be the holding company of the Company or another subsidiary of such holding company or a subsidiary of the Company all as defined by Section 154 of the Companies Act 1948 or any statutory amendment or re-enactment thereof for the time being in force or by a company associated with the Company in business by reason of common share-holdings or otherwise and in security of such guarantees to assign, dispose of, convey, mortgage, pledge or charge the whole or any part of the undertakings, property, assets or revenue of the Company including uncalled capital.
- (t) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf and to enable any such purchase schemes to be established or maintained.
- (u) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (v) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think



fit, and in particular for shares, debentures, or securities of any company purchasing the same.

- (w) To distribute among the Members of the Company in kind any property of the Company of whatever nature.
- (x) To procure the Company to be registered or recognised in any part of the world.
- (y) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agent's brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- (z) To do all such things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or from the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

- (4) The liability of the Members is limited.
- (5) The Share Capital of the Company is £100 divided into 100 Shares of £1 each.\*

We, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, addresses and descriptions of Subscribers	Number of shares taken by each subscriber
Stephen Mabbott 24 Castle Street Edinburgh	
Company Registration Agent	One
Andrew Cockburn 24 Castle Street Edinburgh	
Company Registration Agent	One

Dated the 7th day of December 1978

Witness to the above Signatures:-

Margaret Henderson  
24 Castle Street  
Edinburgh

Company Registration Agent.

**\*NOTE:** The share capital of the Company was increased on 12th February, 1979 to £2,000,000.00 divided into 400,000 11 and 1/2% cumulative convertible redeemable preference shares of £1 each and 1,600,000 ordinary shares of £1 each.

COMPANY NO: 66722

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

N E W

ARTICLES OF ASSOCIATION

- of -

TRANSFLEET VEHICLE SERVICES LIMITED

(Adopted by Special Resolution  
passed on 1990)

PRELIMINARY

1. (A) The Regulations contained in Table A scheduled to the Companies (Tables A to F) Regulations 1985 ("Table A") shall apply to the Company save in so far as they are varied or excluded by or are inconsistent with these Articles. In addition to such Regulations the following shall be the Articles of Association of the Company. Unless otherwise indicated any reference in these Articles to a Regulation of Table A shall be construed as a reference to the Regulation of that number contained in Table A. No regulations scheduled to any statute concerning companies shall apply to the Company.
- (B) In Regulation 1 of Table A the word "Articles" shall be substituted for the word "regulations".

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- (C) Any reference in these Articles to any enactment shall be construed as a reference thereto as consolidated, amended, modified or re-enacted from time to time but excluding any statutory consolidation, amendment, modification or re-enactment not in force when these Articles become binding on the Company.

#### SHARE CAPITAL

2. Subject to the provisions of the Act and to any direction to the contrary which may be given by ordinary or other resolution of the Company, any unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the directors who may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as they may determine.

3. Section 89(1) of the Act shall not apply to the allotment by the Company of any equity security.

#### TRANSFER OF SHARES

4. The directors may, in their absolute discretion and without assigning any reason for so doing, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 of Table A shall not apply.

#### NOTICE OF GENERAL MEETINGS

5. Notice of any general meeting need not be given to the directors in their capacity as such. Regulation 38 of Table A shall be modified accordingly.

#### PROCEEDINGS AT GENERAL MEETINGS

- 6.(A) In the case of a corporation the signature of a director or the secretary or in the case of joint holders of a share the signature of any one of such joint holders, shall be sufficient for the purpose of passing a resolution in writing pursuant to Regulation 53 of Table A.
- (B) A director or the secretary of a corporation shall be deemed to be a duly authorised representative for the purpose of Regulations 40 and 54 of Table A.

#### ALTERNATE DIRECTORS

7. Any director (other than an alternate director) may appoint any other director, or any other person who is willing to act, to be an alternate director and may remove from office an alternate director so appointed by him. Regulation 65 of Table A shall not apply.

8. An alternate director shall cease to be an alternate director if his appointor ceases for any reason to be a director. Regulation 67 of Table A shall not apply.

#### DIRECTORS

9. Any person may be appointed to be a director, either to fill a casual vacancy in the number of the directors or as an additional director, or removed as a director by a memorandum in writing signed by or on behalf of the person or persons for the time being holding a majority in nominal value of the issued Ordinary Shares of the Company and such appointment or removal shall take effect upon lodgement of the memorandum at the registered office of the Company.

10. Regulations 73-78 (inclusive), Regulation 80 and the last sentence of Regulation 84 of Table A shall not apply and Regulation 79 shall be modified accordingly.

11. The office of a director shall be vacated if he is removed from office under Article 9, and Regulation 81 shall be modified accordingly.

12. A person shall not be ineligible for appointment as a director notwithstanding that he has attained any particular age, a director shall not be required to vacate his office by virtue of his attaining any particular age, no special notice need be given of a resolution appointing a director who has attained any particular age and it shall not be necessary for the notice of the resolution to state the age of any person proposed to be appointed as a director.

#### POWERS OF DIRECTORS

13. A director who pursuant to Regulation 85 of Table A has declared at a meeting of the directors the nature of his interest in a contract, proposed contract or arrangement with the Company shall be entitled to vote as a director in respect of that contract or proposed contract, and if he shall do so his vote shall be counted, and he may be taken into account in ascertaining whether or not a quorum is present at the meeting of the directors at which the vote is taken. Regulations 94, 97 and 98 of Table A shall not apply.

14. Any meeting of the directors or of a committee of the directors shall be properly constituted and duly held if the directors are present in person or by telephone or by some other means of communication provided that each such director shall at all times be able to hear and be heard by all the other directors at such a meeting.

15. The Company may have an official seal for use outside the United Kingdom and any instrument to which an official seal is affixed shall be signed by such persons, if any, as the directors may from time to time determine.

16. The directors may delegate any of their powers to committees consisting of such person or persons (whether directors or not) as they think fit. Regulation 72 of Table 72 of Table A shall be modified accordingly.

#### INDEMNITY

17. Every director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which in such capacity he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him by the Court, but this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.