

Company No. 2264638

I certify that the attached is a true copy of the original Ordinary and Special Resolutions of Lyonnaise Europe plc passed on the 19th March 1996

THE COMPANIES ACTS 1985 AND 1989

*Mel de Vogue*  
Mel de Vogue  
Company Secretary

COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS

of

LYONNAISE EUROPE PLC  
(the "Company")

At an extraordinary general meeting of the Company held at Allendale Road, Newcastle-upon-Tyne NE6 2SW on 19 March 1996 the following resolutions were passed, in the case of resolutions 1 and 2, as ordinary resolutions, and, in the case of resolutions 3, 4 and 5, as special resolutions:

ORDINARY RESOLUTIONS

- 1.1 THAT the authorised share capital of the Company be increased from £215,000,000 to £465,000,000 by the creation of a new class of 250,000,000 (250 million) 7 per cent. Redeemable Convertible Preference Shares of £1 each in the capital of the Company (the "7% Preference Shares") having the rights and being subject to the obligations contained in Paragraph 3 of the Company's articles of association as amended pursuant to resolution 4 below.
- 1.2 THAT the authorised share capital of the Company be increased from £465,000,000 to £655,000,000 by the creation of 190,000,000 (190 million) Ordinary Shares of £1 each in the capital of the Company (the "Conversion Ordinary Shares") having the rights and being subject to the obligations contained in Paragraph 3 of the Company's articles of association as amended pursuant to resolution 4 below.
2. THAT in substitution for all existing authorities the directors be and are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot, grant options over, offer or otherwise deal with or dispose of the 7% Preference Shares and the Conversion Ordinary Shares created

APPROVED

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pursuant to resolution 1 to such persons, at such times and generally on such terms and conditions as the directors may determine, up to an aggregate nominal amount of £250,000,000 (250 million pounds sterling) in respect of the 7% Preference Shares and £190,000,000 (190 million pounds sterling) in respect of the Conversion Ordinary Shares, save that the allotment of the Conversion Ordinary Shares shall be limited to such number of such shares as may be required pursuant to any conversion of the 7% Preference Shares, for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) 5 (five) years from the date of the passing of this resolution, but the Company may make an offer or agreement which would or might require the 7% Preference Shares or the Conversion Ordinary Shares to be allotted after expiry of this authority and the directors may allot the 7% Preference Shares or the Conversion Ordinary Shares in pursuance of that offer or agreement.

#### SPECIAL RESOLUTIONS

3. THAT, subject to the passing of resolution 2, the directors be generally empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94(2) of the Act) pursuant to the authority conferred by resolution 2 as if section 89(1) of the Act did not apply to the allotments, save that the authority given by this resolution shall be limited in the case of the allotment of the Conversion Ordinary Shares to such number of such shares as may be required pursuant to any conversion of the 7% Preference Shares. This power expires 5 (five) years after the date of passing of this resolution, but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this authority and the directors may allot equity securities in pursuance of that offer or agreement.
4. THAT, subject to the passing of resolution 1, the Articles of Association be amended by the deletion of Paragraph 3 thereof and the insertion in its place of the following Paragraph 3:
  - (A) The authorised share capital of the Company is £655,000,000 divided into 390,000,000 Ordinary Shares of £1 each ("Ordinary Shares"), 15,000,000 8 per cent. Redeemable Preference Shares of £1 each ("8% Preference Shares") and 250,000,000 7 per cent. Convertible Preference Shares of £1 each ("7% Preference Shares").
  - (B) In these Articles except where the context otherwise requires references to Ordinary Shares, 8% Preference Shares and 7% Preference Shares shall be deemed to include shares of those respective classes created and/or issued after the date of adoption of these Articles and ranking *pari passu* in all respects (or in all respects save only as

to the date from which such shares shall rank for dividend) with the shares of the relevant class then in issue.

- (C) The Ordinary Shares, the 8% Preference Shares and the 7% Preference Shares shall have and enjoy the following rights and be subject to the following restrictions:-

(1) Income

- (a) Out of the profits available for distribution the holders (for the purposes of this Article "holders" shall include persons entitled to the Preference Shares (and "Preference Shares" shall, for the purposes of this sub-paragraph (1) and sub-paragraph (2) below constitute the 7% Preference Shares and the 8% Preference Shares or any of them) by transmission) of the 8% Preference Shares shall be entitled in priority to the holders of the Ordinary Shares and to the holders of the 7% Preference Shares, and the holders of the 7% Preference Shares shall be entitled to in priority to the holders of the Ordinary Shares to a fixed cumulative preferential dividend at the rate of 8 per cent. per annum (exclusive of any implied tax credit available to shareholders) in the case of the 8% Preference Shares and 7 per cent. per annum (inclusive of any implied tax credit available to shareholders) in the case of the 7% Preference Shares on the amount paid up or credited as paid up thereon to be distributed amongst them according to the amounts paid up or credited as paid up thereon and to accrue on a daily basis if and so far as in the opinion of the Directors the profits of the Company justify such payments to be paid on 1st April in every year or where such date is not a business day the next following business day ("the Fixed Dividend Date") in respect of the year ending on the previous 31st March, the first such dividend, subject to sub-paragraphs 3(c) and 4(c) below, to be paid on 1st July 1996 in respect of the period from the date of the adoption of this Article to 31st March 1996. Any amount not so paid shall be carried forward and become payable out of the profits available for distribution if and so far as in the opinion of the Directors the profits of the Company justify such payments on the next Fixed Dividend Date in priority to the payment of the preferential dividends payable on that date and in priority to any dividend to the holders of the Ordinary Shares. Payments of preferential dividends shall be made to holders on the Register at any date selected by the Company or the Directors up to 42 days prior to the Fixed Dividend Date.

(b) The holders respectively of the Preference Shares shall not be entitled to any further right of participation in the profits of the Company in respect of their respective holdings of Preference Shares

(c) The balance of the profits available for distribution (if any) shall belong and be distributed amongst the holders of the Ordinary Shares rateably according to the amounts paid up or credited as paid up on such Shares.

(2) **Capital**

On a return of capital on liquidation or otherwise (other than on conversion, redemption, or purchase of shares) the surplus assets of the Company remaining after payment of its liabilities shall be utilised as follows:

(a) In priority to any payment to the holders of the Ordinary Shares, in repaying to the holders of the Preference Shares the nominal amount of the capital paid up or credited as paid on such Preference Shares held by them respectively together with a sum equal to any arrears, deficiency or accruals of the relevant fixed preferential dividend on such Preference Shares, such arrears, deficiency or accruals to be calculated down to the date of the return of capital on the basis that such dividends are payable irrespective of whether they have been earned or declared or not. The holders of the Preference Shares shall not be entitled to any further right of participation in the assets of the Company in respect of their respective holdings of Preference Shares.

(b) The balance of such surplus assets (if any) shall belong to and be distributed amongst the holders of the Ordinary Shares rateably according to the amounts paid up or credited as paid up on such Ordinary Shares.

(3) **Redemption**

The following provisions shall have effect with regard to the redemption of the 8% Preference Shares:

(a) The Company (subject to the provisions of the Act and subject to all arrears deficiency and accruals of dividend on such shares having been paid or satisfied in full) at its option shall redeem at par all the 8% Preference Shares in issue at any time before 27th December 2000. Such redemption shall be effected by the Company giving not less than three months' prior notice in

writing to the holders of the 8% Preference Shares ("the Notice") of the date when such redemption is to be effected PROVIDED ALWAYS that if the Company shall be unable in compliance with the provisions of the Act to redeem all the 8% Preference Shares on the date fixed for such redemption in accordance with this sub-paragraph then the Company shall redeem such 8% Preference Shares as soon after such date as the Company shall be able to comply with the provisions of the Act

- (h) The Notice shall specify the particular 8% Preference Shares to be redeemed, the date fixed for redemption and the place in the United Kingdom at which the certificates for such 8% Preference Shares are to be presented for redemption and upon such date each of the holders of the 8% Preference Shares concerned shall be bound to deliver to the Company at such place the certificates for such 8% Preference Shares as are held by him in order that the same may be cancelled. Within one month of such delivery the Company shall pay to such holder the amount due to him in respect of such redemption. If any certificate so delivered to the Company includes any 8% Preference Shares which are not to be redeemed on that occasion a fresh certificate for such shares shall be issued without charge to the holder delivering such certificate to the Company.
- (c) There shall be paid on each 8% Preference Share redeemed:-
  - (i) the amount paid up or credited as paid up thereon; and
  - (ii) a sum equal to any arrears deficiency or accruals of the dividends thereon such arrears, deficiency or accruals calculated down to the date of redemption on the basis that such dividends are payable irrespective of whether they have been earned or declared.
- (d) With effect from the date fixed for redemption of any 8% Preference Shares the dividend thereon shall cease to be payable except on or in relation to any 8% Preference Shares in respect of which upon due presentation of the certificate relating thereto payment of the redemption monies within one month shall be refused or otherwise not paid.
- (e) The receipt of the registered holder for the time being of any 8% Preference Shares or in the case of joint holders the receipt of any of them for the

monies payable on redemption thereof shall constitute an absolute discharge to the Company in respect thereof.

- (1) Upon the redemption of any 8% Preference Shares the Directors may convert and/or sub-divide the authorised unissued preference share capital resulting from such redemption created as a consequence of such redemption into shares of any other class of share capital into which the authorised share capital of the Company is or may at that time be divided of a like nominal amount (as nearly as may be considered convenient) as the shares of such class then in issue or into unclassified shares of the same nominal amount as the 8% Preference Shares.

- (4) **Conversion**

The following provision shall have effect with regard to the redemption of the 7% Preference Shares:

- (a) Subject to sub-paragraph (b) below, the holders of the 7% Preference Shares ("7% Holders") may require conversion at such time as they may determine of the whole or part of the 7% Preference Shares then in issue into fully-paid Ordinary Shares in the capital of the Company at the rate (the "Conversion Rate") of X Ordinary Shares for every Y 7% Preference Shares and so in proportion subject to the provisions of these Articles and the Act on the basis that X and Y shall be determined as set out in sub-paragraph (b) below. The Directors shall have absolute discretion as to the manner of implementing such conversion.
- (b) In the event that the 7% Holders decide to require conversion of the 7% Preference Shares, they shall give 21 days' prior written notice to the Company of their intention to do so stating their proposal as to what numbers X and Y should be and hence the Conversion Rate (the "Proposed Rate") provided always that such notice shall not be given later than 9 June 1996 so that the latest date on which conversion is to be effected shall be 30 June 1996. The Company shall forthwith, on receipt of such notice, send a copy of such notice to all other members of the Company. If no written notice from any member proposing an alternative Conversion Rate ("Objection Notice") has been received by the Company at its registered office within 7 days following despatch of such copy notice by the Company, X and Y shall be as stated in the Directors' Conversion Rate. If, however, any Objection Notice has been received within such 7 day period, the Company shall

promptly provide a copy of it to the other members. If all the members and the Directors agree a Conversion Rate within 7 days following receipt of an Objection Notice, then X and Y shall be as so agreed. In the event of failure to agree within such time, the Directors, on behalf of the Company, and for resolution within a further 7 day period, shall appoint, provided that the members agree, the Company's auditors from time to time as independent accountant acting as an expert (or if such firm is unable or unwilling to act to resolve the dispute or if the members do not agree to the appointment of the Company's auditors the Directors shall appoint such other independent firm of auditors as they may nominate). The fees and disbursements of the accountant so acting shall be borne by the Company. Any decision by the accountant so appointed shall, in the absence of manifest error, be binding and conclusive on the members and the Company with no further appeal to the Courts being competent.

- (c) There shall be paid on each 7% Preference Share redeemed a sum equal to any arrears deficiency or accruals calculated down to the conversion date on the basis that such dividends are payable irrespective of whether they have been earned or declared.
- (d) The Ordinary Shares to which a holder is entitled in exercising his right to convert ("Conversion Ordinary Shares") shall:
  - (I) be credited as fully paid;
  - (II) rank pari passu in all respects and form one class with the Ordinary Shares then in issue; and
  - (III) entitle the holder to be paid an appropriate proportion of all dividends and (unless adjustment of the Conversion Rate has been made in respect of the distribution under sub-paragraph (j) below) other distributions declared, made or paid on Ordinary Shares in respect of the financial year in which the relevant conversion date falls, but not in respect of an earlier financial year.
- (e) The Directors may elect to effect conversion of the 7% Preference Shares by redeeming them on the relevant conversion date at par or a premium per share in accordance with the Conversion Rate, in which case the 7% Preference Shares confer on the holder the right and obligation to subscribe:

for the nominal amount of Ordinary Shares to which he is entitled in accordance with the Conversion Rate, at such premium, if any, as represents the amount by which the redemption moneys exceed that nominal amount (the "premium"). The Directors may elect to effect redemption out of distributable profits, out of the proceeds of a fresh issue of shares made for the purposes of redemption or in another manner allowed by the Act and these Articles. Where redemption is to be made out of distributable profits, the conversion notice given by the holder is deemed irrevocably to authorise and instruct the board to apply the redemption moneys payable to the holder in subscribing in his name for the Conversion Ordinary Shares at the premium. Where redemption is to be made out of the proceeds of a fresh issue of shares made for the purposes of redemption, the conversion notice given by the holder is deemed irrevocably:

- (I) to appoint a person selected by the Directors as the holder's agent with authority to apply an amount equal to the redemption moneys in subscribing on his behalf for the Conversion Ordinary Shares; and
  - (II) to authorise and instruct the Directors following the allotment of Conversion Ordinary Shares to pay the redemption moneys to the agent who is entitled to retain them for his own benefit.
- (f) Whenever as a result of conversion holders become entitled to fractions of an Ordinary Share, the Directors may on behalf of the holders deal with the fractions as they think fit. In particular, the Directors may aggregate and sell the fractions to a person (including, subject to the provisions of the Acts, the Company) for the best price reasonably obtainable and distribute the net proceeds of sale in due proportions amongst the holders (except that if the amount due to a holder is less than £3, or such other amount as the Directors may decide, the amount may be retained for the benefit of the Company).
- (g) The Directors may elect to effect conversion by consolidation and sub-division, in which case all relevant Shares held by one holder or joint holders are consolidated into one Share, pursuant to the authority granted by the adoption of this article. The consolidated Share is then sub-divided into Shares of £1 each (or such other nominal amount as may be appropriate as a result of another consolidation or sub-division of Ordinary Shares) of which:



(I) one Share for each £1 in nominal amount of the consolidated Share (or such other amount as may be appropriate as a result of an adjustment of the Conversion Rate) is designated an Ordinary Share (ignoring fractions); and

(II) the balance of the shares (including fractions) are designated Non-Voting Deferred Shares, having the rights set out in paragraph (b) below ("Non-Voting Deferred Shares").

(h) The Non-Voting Deferred Shares confer the right on a return of capital on a winding up or otherwise only to the repayment of the amounts paid up on the Non-Voting Deferred Shares after repayment of the capital paid up on the Ordinary Shares. The Non-Voting Deferred Shares do not confer the right to be paid a dividend or to receive notice of or to attend or vote at a general meeting. Conversion of the 7% Preference Shares is deemed to confer irrevocable authority on the Directors at any time after conversion:

(I) to appoint a person to execute on behalf of the holder of Non-Voting Deferred Shares an instrument of transfer for and/or an agreement to transfer all or some of the Non-Voting Deferred Shares, without making any payment to the holder, to such person as the Directors may decide, as custodian; and

(II) to purchase all or some of the Non-Voting Deferred Shares (subject to the provisions of the Act) for a price of 1p for all the Non-Voting Deferred Shares purchased, without obtaining the sanction of the holder.

Pending the transfer and/or purchase the Company is entitled to retain the certificates for the Non-Voting Deferred Shares. The Company may at its option (exercisable by resolution of the Directors) at any time redeem all or any of the Non-Voting Deferred Shares then in issue for 1p for all the Non-Voting Deferred Shares redeemed on giving each holder not less than four weeks' prior notice, stating a time and place for redemption. Redemption shall then be effected in accordance with the relevant provisions of paragraph 5.

(i) If 7% Preference Shares remain capable of being converted into Ordinary Shares and there is a consolidation and/or sub-division of Ordinary Shares.

the Conversion Rate shall be adjusted by an amount which in the opinion of the Directors is fair and reasonable to maintain the right to convert.

- (j) If 7% Preference Shares remain capable of being converted into Ordinary Shares, on an allotment of fully-paid Ordinary Shares pursuant to a capitalisation of profits or reserves to holders of Ordinary Shares, the nominal amount of Ordinary Shares to be issued on conversion of 7% Preference Shares on a conversion date which is or follows the record date of that allotment shall be increased (by resolution of the board) to reflect the percentage increase in the Ordinary Shares in issue. No increase in the Conversion Rate shall be made when Ordinary Shares are allotted by way of capitalisation of profits or reserves at the election of a holder instead of cash in respect of all or part of a dividend or dividends.
- (k) If convertible preference shares remain capable of being converted into Ordinary Shares and an offer is made or an invitation is extended to the holders of Ordinary Shares, the Company shall make or extend or, so far as it is able, procure that there is made or extended at the same time a similar offer or invitation to each holder of 7% Preference Shares, as if his conversion rights had been exercisable and exercised in full on a conversion date which is immediately before the record date for the offer or invitation at the Conversion Rate applicable at that conversion date.
- (l) If a doubt or dispute arises concerning an adjustment of the Conversion Rate in accordance with this paragraph 4 the Directors shall refer the matter to the auditors and their certificate as to the amount of the adjustment is conclusive and binding on all concerned.
- (m) If 7% Preference Shares remain capable of conversion into Ordinary Shares and either (I) a resolution for voluntary winding up of the Company is passed or (II) a winding-up order is made by the court in relation to the Company, the Company shall immediately give notice to all holders of 7% Preference Shares. Each holder is then entitled in respect of all or some of his 7% Preference Shares within six weeks after the date of the resolution for voluntary winding up the Company or the date of the winding-up order, as the case may be, (in either case, the "operative date") to elect to be treated as if he had exercised his right to convert by giving a conversion notice to the Company, as if operative date were the relevant conversion date. The holder is then entitled to be paid, in satisfaction of the amount due in respect of his

7% Preference Shares to be treated as converted, an amount equal to the amount to which he would be entitled on a return of capital on a winding up if he had been the holder of the Ordinary Shares to which he would become entitled by conversion (ignoring fractions). He is not entitled to be paid any accruals of the preferential dividend on the convertible preference shares to be treated as converted, whether or not the preferential dividend has been declared or earned. At the expiry of the six-week period, all rights to convert 7% Preference Shares cease.

- (n) 7% Preference Shares in issue on the date after the last conversion date are automatically renamed "7% Redeemable Preference Shares of £1 each".

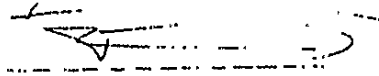
## 5 Purchase and redemption

- (a) Subject to the provisions of the Act and these Articles, the Company may purchase 7% Preference Shares through the market, by tender (available to all holders of 7% Preference Shares alike) or by private treaty, in each case at a price (exclusive of expenses but inclusive of the accrued preferential dividend) which does not exceed 110 per cent. of the nominal amount of the 7% Preference Shares.
- (b) The Company has the right (subject to the provisions of the Act and these Articles) to redeem all or some of the 7% Preference Shares outstanding at any time after the last conversion date.
- (c) The redemption moneys payable on each 7% Preference Share are the total of:
- (I) the amount of any accruals of the preferential dividend, to be calculated down to and including the date fixed for redemption, to be payable whether or not the preferential dividend has been declared or earned; and
  - (II) the nominal amount of the 7% Preference Share.
- (d) Redemption is effected by giving to the holders of the 7% Preference Shares to be redeemed not less than four weeks' notice (a "redemption notice"). The redemption notice shall specify the 7% Preference Shares to be redeemed, the date fixed for redemption (the "redemption date") and the place at which the certificates for the 7% Preference Shares are to be presented for redemption. If some only of the 7% Preference Shares are to be redeemed, the Directors shall for the purpose of ascertaining the Shares to be redeemed cause a drawing to be made at the office

at such other place as the Directors decide) in the presence of a representative of the auditors.

- (e) On the redemption date each holder whose 7% Preference Shares are to be redeemed is bound to deliver to the Company at the place stated in the redemption notice the certificate (or certificates) for those Shares. On receipt, the Company shall pay to the holder (or, in the case of joint holders, to the holder whose name stands first in the register in respect of the 7% Preference Shares) the redemption moneys due to him. If a certificate includes 7% Preference Shares not redeemable on that occasion, a new certificate for the balance of the 7% Preference Shares shall be issued to the holder without charge.
- (f) If a holder whose 7% Preference Shares are to be redeemed under this paragraph 5 fails to deliver the certificate (or certificates) for those Shares to the Company, the Company may retain the redemption moneys. The redemption moneys shall be paid to the holder (by cheque despatched at the holder's risk) within five business days of receipt of the certificate (or certificates) or an indemnity in respect of the certificate (or certificates) in a form satisfactory to the Directors. No person has a claim against the Company for interest on retained redemption moneys.
- (g) As from the redemption date, the preferential dividend ceases to accrue in respect of redeemed 7% Preference Shares unless, on the presentation of the certificate (or certificates) for the Shares to be redeemed and a receipt for the redemption moneys signed and authenticated in such manner as the Directors require, payment of the redemption moneys is refused.
- (h) The board may, pursuant to the authority given by the adoption of this article, consolidate and sub-divide the share capital available for issue as a consequence of a redemption of 7% Preference Shares pursuant to paragraph 4 or 5 into Ordinary Shares or any other class of share into which the authorised share capital of the Company is at the time divided, each of a like nominal amount as the Shares of that class then in issue, or into unclassified Shares of the same nominal amount as the 7% Preference Shares. The Directors may issue shares in anticipation of redemption to the extent permitted by the Act and these Articles.

- (i) The Company shall keep available and authorised for issue sufficient Ordinary Shares to satisfy all outstanding rights of conversion into Ordinary Shares.



CHAIRMAN