

Company Number: 4416057
Companies Acts 1985 - 1989

PRIVATE COMPANY LIMITED BY SHARES

JORDANS LIMITED
21 ST. THOMAS STREET
BRISTOL BS1 6JS
REF:

**MEMORANDUM
AND ARTICLES
OF ASSOCIATION**

Amey (Marlborough Street) Holdings Limited

Incorporated the 15th day of April 2002

**Morgan Cole
Solicitors
Bradley Court
Park Place
CARDIFF
South Glamorgan
CF1 3DP**



Telephone 029 2038 5385

Companies Act 1985

PRIVATE COMPANY LIMITED BY SHARES

CERTIFICATION

WE HEREBY CERTIFY that this print incorporates all alterations made to this Company's Memorandum of Association by way of filed resolutions and complies with the requirements of Section 18 of the Companies Act 1985

MEMORANDUM OF ASSOCIATION

-of-

Amey (Marlborough Street) Holdings Limited

1. **NAME**

COMPANIES HOUSE

21/06/02

The Company's name is "Amey (Marlborough Street) Holdings Limited"

2. **REGISTERED OFFICE**

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

3. **OBJECTS AND POWERS**

The Company's objects are:-

- 3.1 to carry on business as a general commercial company;
- 3.2 to acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property;
- 3.3 to apply for, register, buy, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, licences, secret processes, trade marks, designs, copyright, protections

and concessions and to disclaim, modify, use, manufacture under or grant licences or privileges in respect of them, and to spend money in experimenting on, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire or take any interest in for whatever purposes it deems suitable;

- 3.4 to acquire or agree to acquire the whole or any part of the business, goodwill, or assets of any person 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 any acquisition to undertake all or any of the liabilities of that person, to acquire an interest in, amalgamate with, or enter into partnership, joint venture or into any arrangement for sharing profits, or for co-operation, mutual assistance, subsidising or otherwise assisting that person and to give or accept, for any of those acts or things, any shares, debentures, debenture stock or securities that may be agreed on, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received;
- 3.5 to improve, manage, construct, repair, develop, exchange, let, lease, mortgage, charge, sell, dispose of, 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;
- 3.6 to invest and deal with any money 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;
- 3.7 to lend and advance money or give credit on any terms, with or without security, to any person;
- 3.8 to enter into guarantees, contracts of indemnity, letters of set-off, and sureties of all kinds, to receive money on deposit or loan upon any terms to secure the payment of any sum of money or the performance of any obligation by any person and to carry out any of those activities even if the Company receives no benefit;

- 3.9 to borrow and raise money in any manner;
- 3.10 to secure the repayment of any money borrowed, raised or owing or any other obligation or liability the Company may undertake or which may become binding on it 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;
- 3.11 to draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, loan notes, debentures and other negotiable or transferable instruments;
- 3.12 to apply for, promote, and obtain any Act of Parliament, order or licence of the Department of Trade and Industry or other authority to enable the Company to carry any of its objects into effect, or to alter the Company's constitution, or for any other purpose which may directly or indirectly promote the Company's interests, and to oppose any proceedings or applications which may directly or indirectly prejudice the Company's interests;
- 3.13 to enter into any arrangements 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, to obtain from any government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any of those charters, decrees, rights, privileges, and concessions;
- 3.14 to subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government, municipal, local or otherwise in any part of the world;
- 3.15 to control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company (or any parent company of the

Company) has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to charge for such activities and to make payments by way of management charge, subsidy or otherwise and to enter into any other arrangements which may seem desirable with respect to the business or operations of, or generally in respect of, any such company or companies;

- 3.16 to promote or establish any other company to acquire the whole or any part of the business, property, undertaking or liabilities of the Company, or to undertake 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, guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of that company;
- 3.17 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 buying the business or property;
- 3.18 to act as agent or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts;
- 3.19 to remunerate any person rendering services to the Company either by cash payment or by the allotment to him of, or the granting of options in respect of, shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient;
- 3.20 to distribute among the members of the Company in kind any property of the Company of whatever nature;
- 3.21 to pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person to pay them, 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;

- 3.22 to support, subscribe and make gifts to any charitable or public object or private organisation and to support and subscribe to any institution, society, or club whether or not for the benefit of the Company, its directors or employees and whether or not connected with any town or place where the Company carries on business;
- 3.23 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 any company in its group, or the predecessors in business of the Company or of any company in its group, and to their wives, widows, children and other relatives and dependants, to make payments towards insurance including insurance for any director, officer or auditor against any liability referred to in Section 310(1) Companies Act 1985 ("the Act") to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of those 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 or option schemes for the benefit of any of the employees of the Company or of any company in its group and to lend money to any such employees or to trustees on their behalf to enable any purchase or option schemes to be established or maintained;
- 3.24 subject to compliance with the Act, to give, whether directly or indirectly, financial assistance (as defined in Section 152(1)(a) of the Act);
- 3.25 to enter into any partnership, joint venture or arrangement for sharing profits, merger or amalgamation of interests or co-operation with any person carrying on or proposing to carry on any business within the objects of the Company and to acquire, sell and deal with shares, stock or securities of any such person;

- 3.26 to procure the Company to be registered or recognised in any part of the world;
- 3.27 to do all or any of the above things or matters in any part of the world, either as principal, agent, contractor or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others; and
- 3.28 to do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or of any of the powers given to it by the Act.

However:-

- a) the provisions of this clause 3 shall not be interpreted narrowly; the widest possible interpretation shall be given to each provision;
- b) none of the provisions shall be in any way limited or restricted by any other provision of this clause 3 or the name of the Company;
- c) each sub-clause of this clause 3 shall, for the avoidance of doubt, be construed as an independent object of the Company;
- d) the word "person" in this clause 3 shall (unless the context requires otherwise) include a natural person or a company (including any company in the Company's group or otherwise associated in any way with the Company); and
- e) the word "company" in this clause 3 shall, except where used in reference to the Company, be deemed to include any partnership or other body of persons, whether incorporated or unincorporated, and whether domiciled in the United Kingdom or elsewhere.
- f) The words "the Act" means the Companies Act 1985 but so that any reference in this clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force

4. **MEMBER'S LIABILITY**

The member's liability is limited.

5. **SHARE CAPITAL**

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

I, the subscriber to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum. I agree to take the number of shares shown opposite my name.

Name and address of subscriber	Number of shares taken
Instant Companies Limited 1 Mitchell Lane Bristol BS1 6BU	One
TOTAL	One

Dated this 10th day of April 2002

Witness to the above signatures:-

Glenys Copeland

1 Mitchell Lane

Bristol BS1 6BU

Companies Act 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-of-

Amey (Marlborough Street) Holdings Limited

CERTIFICATION
WE HEREBY CERTIFY that this print
Incorporates all alterations made to this
Company's Articles of Association by way
of filed resolutions and complies with the
requirements of Section 18 of the
Companies Act 1985

1. INTRODUCTION

1.1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 and as further amended by the Companies Act 1985 (Electronic Communications) Order 2000 ("Table A") shall apply to the Company. Table A shall be the Articles of Association of the Company unless it has been excluded or varied by these Articles.

1.2 In these Articles:-

"Act" means the Companies Act 1985, as it may be amended or re-enacted from time to time;

"Address" in relation to electronic communications includes any number or address used for the purpose of such communications;

"Section" means a section of the Companies Act 1985, as it may be amended or re-enacted from time to time;

"Regulation" means a regulation in Table A; and

"Article" means an Article contained in these Articles.

- 1.3 Regulations 40, 41, 59 to 62 (inclusive), 64, 73 to 80 (inclusive), 87, 94 to 97 (inclusive), 101 and 118 shall not apply to the Company.

2. ALLOTMENT OF SHARES

- 2.1 Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the directors who may (subject to section 80 of the Act and to article 2.4 below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.
- 2.2 All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the directors propose to issue shall first be offered to the members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in general meeting shall by special resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than 14 days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this article by any such special resolution as aforesaid shall be under the control of the directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the

members. The foregoing provisions of this article 2.2 shall have effect subject to section 80 of the Act.

2.3 In accordance with section 91(1) of the Act sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

2.4 The directors are generally and unconditionally authorised for the purposes of section 80 of the Act to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said section 80) be renewed, revoked or varied by ordinary resolution.

3. LIEN OVER SHARES

3.1 In Regulation 8, the words "(not being a fully paid share)" shall be replaced with the words "(whether fully paid or not)".

3.2 The Company shall have a first and paramount lien on all shares (whether fully paid or not) registered in the name of any person who is indebted to, or is in any way liable to, the Company for that indebtedness or liability. This lien will apply even if that person is a joint owner of shares and it will also bind that person's estate or trustee in bankruptcy.

4. FORFEITING SHARES

4.1 This Article 4.1 will apply if the directors make a call in respect of a member's shares and the member does not pay. If the Company has to pay any costs or expenses in connection with the member's failure to pay the call, the directors may decide that the member will also be liable for those costs or expenses. Regulations 18 and 21 shall be altered accordingly.

5. TRANSMITTING SHARES ON DEATH OR BANKRUPTCY

- 5.1 This Article 5.1 will apply if a person becomes entitled to a share in the Company as a result of the death or bankruptcy of a registered member. The directors may require that the person must decide whether the share is to be transferred to themselves or to someone else. The directors shall do this by giving a written notice to the person. The person must respond to the notice, giving their decision, within 30 days of the date of the notice. If the person does not respond to the notice in time then the directors may withhold payment of all dividends or other money due to be paid to the holder of the share. They may do this from the end of the 30 day period until the requirements of the notice have been complied with. Regulation 31 shall be altered accordingly.

6. TRANSFERRING SHARES

- 6.1 The directors can, without restriction, refuse to register a transfer of any shares, whether or not those shares are fully paid. They do not have to give any reasons for refusing. A "transfer" for the purpose of these Articles includes the renunciation of any allotment of shares. It also includes the renunciation of any rights to subscribe for shares or to receive an allotment of shares.

7. PROXIES

- 7.1 The appointment of a proxy shall be executed by or on behalf of the appointer and in any common form or in such other form as the directors may approve and shall be deemed to include authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated in it, be valid for any adjournment of the meeting as well as for the meeting to which it relates.
- 7.2 The appointment of a proxy must:
- 7.2.1 In the case of an appointment which is not contained in an electronic communication, be received at the office not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote, together with any authority under which it is made or a copy of the authority, certified notarially or in some other manner approved by the directors;

7.2.2 In the case of an appointment contained in an electronic communication, where an address has been specified or agreed by the directors for the purpose of receiving electronic communications, be received at such address not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote. Any authority pursuant to which an appointment contained in an electronic communication is made or a copy of the authority, be certified notarially or in some other manner approved by the directors, must be received at the office not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or

7.2.3 In the case of an appointment which is not contained in an electronic communication, be received at the meeting or adjourned meeting at which the person named in the appointment proposes to vote, together with any authority under which it is made or a copy of the authority, certified notarially or in some other manner approved by the directors,

and an appointment of a proxy which is not received in a manner so permitted shall be invalid.

8. GENERAL MEETINGS AND RESOLUTIONS

8.1 Every notice convening a general meeting shall comply with the provisions of section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditors from time to time of the Company.

8.2 No business shall be transacted at any general meeting unless a quorum is present. Subject to article 8.3 below, two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

- 8.3 If and for so long as the Company has only one member, that member present in person or by proxy or (if that member is a corporation) by a duly authorised representative shall be a quorum.
- 8.4 If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor such adjourned general meeting shall be dissolved.
- 8.5 If and for so long as the Company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting, subject as provided in article 8.6 below.
- 8.6 Any decision taken by a sole member pursuant to article 8.5 above shall be recorded in writing and delivered by that member to the Company for entry in the Company's minute book.
- 8.7 Resolutions under section 303 of the Act for the removal of a director before the expiration of his period of office and under section 391 of the Act for the removal of an auditor before the expiration of his period of office shall only be considered by the Company in general meeting.
- 8.8 A member present at a meeting by proxy shall be entitled to speak at the meeting and shall be entitled to one vote on a show of hands. In any case where the same person is appointed proxy for more than one member he shall on a show of hands have as many votes as the number of members for whom he is proxy. Regulation 54 in Table A shall be modified accordingly.

9. APPOINTING AND REMOVING DIRECTORS

- 9.1 The maximum and minimum numbers of directors may be decided by ordinary resolution of the Company from time to time. If no resolution is made, there shall be no maximum number of directors and the minimum number of directors shall be one.

When the minimum number of directors is one, a sole director shall have authority to exercise all the powers and discretions granted to the directors by Table A and by these Articles. A sole director may do this by written resolution. Regulations 89 and 90 shall be altered accordingly.

9.2 The directors do not need to retire by rotation.

9.3 No person can be appointed a director at any general meeting unless:-

9.3.1 they are recommended by the directors; or

9.3.2 they are proposed by a person qualified to vote at the General Meeting. In that case, the member proposing the director must, not less than 14 and no more than 35 clear days before the date of the meeting, give notice to the Company of their intention to propose the person for appointment and also send to the Company a notice signed by that person indicating his willingness to be appointed.

Subject to this, the Company may by ordinary resolution appoint any person to be a director, either to fill a vacancy or as an additional director.

9.4 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number determined in accordance with article 9.1 above as the maximum number of directors and from time to time in force

9.5 There shall be no restrictions (other than those imposed by law or by Table A) on who may be appointed a director of the Company. A person of any age may be appointed and no director will be required to vacate his office because he has reached a particular age.

9.6 The Company may by extraordinary resolution remove any director at any time. However:

9.6.1 a removal of a director will not affect any claims that the director may have against the Company for breach of contract or otherwise; and

9.6.2 the power to remove a director under this Article 9.6 is in addition to, and without prejudice to, Sections 303 and 304 of the Act.

10. ALTERNATE DIRECTORS

10.4 An alternate director appointed under Regulation 65 can represent more than one director. At any meeting of the directors (or of any committee of the directors), the alternate director shall be entitled to one vote for every director that he represents, as well as his own vote as a director, if he has one. However, an alternate director shall only count as one for the purpose of determining whether a quorum is present, irrespective of how many directors he represents.

10.5 Alternate directors will not be entitled to be paid any remuneration by the Company. However, the person who has appointed the alternate director may, by giving written notice to the Company, direct that any payment due from the Company to them should be paid to the alternate director and the first sentence of Regulation 66 is altered accordingly.

10.6 If something happens which could cause an alternate director, if he was a director, to vacate the office of director, then the appointment of that alternate director will automatically terminate.

11. POWERS AND PROCEEDINGS OF DIRECTORS

11.1 This Article 11.1 applies if a meeting of the directors (or of a committee of directors) considers any proposal where a director has an interest which conflicts, or could conflict, with the interests of the Company. If this Article applies, the director must disclose that interest to the meeting in accordance with Section 317. As long as the director does this, he may vote at the meeting and may be counted in determining that a quorum is present at the meeting. A disclosure made by a director which complies with Section 317 will be sufficient disclosure for the purposes of Regulations 85 and 86.

11.2 If the Company is a member of another corporation then any director:

11.2.1 is authorised under Section 375 to act as the Company's representative at any meeting of such a corporation or at any meeting of a class of members of that corporation;

11.2.2 may sign any written resolution of the members of that corporation; or

11.2.3 may act as a signatory to conclude any particular business in relation to that corporation

as if the board of directors of the Company had given its consent.

11.3 The directors may exercise all the powers of the Company to pay or provide pensions, annuities, gratuities, superannuation and other allowances and benefits to:-

11.3.1 current and former directors;

11.3.2 current and former employees; and

11.3.3 dependants and relatives of current and former directors and employees

of the Company or any subsidiary or associated company. The directors may retain any benefits received by any of them as a result of their exercise of these powers.

11.4 If a director performs special services for the Company which are outside the normal scope of his duties, then that director may receive extra remuneration. The amount of the remuneration will be decided by the directors and will be charged as part of the Company's ordinary revenue expenses. However, the directors do not need to give extra remuneration to any director who performs special services without being requested to do so by the directors.

11.5 A meeting of the board of directors or of a committee may be held by means of video-conference, telephone or similar communications equipment. However, everybody who participates in the meeting must be able to hear each other. Any person participating in a meeting held in this manner shall be deemed to be present in person at the meeting. They will therefore count towards the quorum and be entitled to vote in any resolutions proposed to be passed at the meeting.

12. **BORROWING**

12.1 The directors may exercise all the powers of the Company to:-

12.1.1 borrow money without limit as to amount on such terms and in such manner as they think fit;

12.1.2 grant any mortgage, charge or standard security over all or any part of its undertaking, property and uncalled capital; and

12.1.3 subject (in the case of any security convertible into shares) to Section 80, to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

13. **NOTICES**

13.1 In Regulation 112 the words "first class" shall be inserted before the words "post in a pre-paid envelope".

13.2 Where notice is communicated electronically the notice shall be deemed to be given at the time it is correctly transmitted to the person to whom it is addressed.

14. **COMPANY SEAL**

14.1 Where a Company has a seal it shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or second director. The obligation under Regulation 6 in Table A relating to the sealing of share certificates shall only apply if the Company has a seal.

14.2 The Company is authorised under Section 39 of the Act to have one or more official seals which can be used outside the United Kingdom and this power may be exercised by the directors.

15. **OFFICER'S INDEMNITY**

15.1 Insofar as the following provisions are not avoided by Section 310 of the Act:-

- 15.1.1 every director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or in relation to the performance of the duties of his office, including any liability incurred by him in defending any proceedings, either civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with an application under Sections 144 or 727 of the Act in which relief is granted to him by the Court; and
- 15.1.2 no director or other officer shall be liable to the Company or any third party for any loss or damage suffered by the Company arising out of that person's performance of their duties of office.
- 15.2 The directors shall have the power to purchase and maintain for any director, officer or auditor of the Company insurance against any such liability as is referred to in section 310(1) of the Act.

Name and Address of Subscriber

Instant Companies Limited

1 Mitchell Lane

Bristol BS1 6BU

Dated this 10th day of April 2002

Witness to the above signatures:-

Glenys Copeland

1 Mitchell Lane

Bristol BS1 6BU