

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

Special Resolution

of

Senator House Investments (UK) Limited



At an extraordinary general meeting of the Company duly convened and held on 18 December 2003 the following Resolution was duly passed as a Special Resolution:

Special Resolution

- (1) THAT the Articles of Association of the Company be and are hereby amended by the deletion of Article 14 and its replacement with the following text:

1 Class A, Class B and Class C Shares

- 1.1 Subject to paragraph (1) below, the rights attaching to the Class A redeemable preference shares and Class B redeemable preference shares of the Company of £1 each (together, the "Old Redeemable Preference Shares") shall be as follows:

- (A) on any liquidation of the Company each of the Old Redeemable Preference Shares shall confer a right to receive the sum of £1 per share as a return of capital on those shares out of the assets of the Company in preference to the rights of holders of all other classes of shares in the Company but the holders of those Old Redeemable Preference Shares shall have no rights to participate in any distribution of the assets of the Company;
- (B) the holders of the Old Redeemable Preference Shares (taken together) will at all times be entitled to the same voting rights as holders of ordinary shares on any resolution proposed at a meeting of the shareholders of the Company;
- (C) redemption of each Old Redeemable Preference Shares may be on a date either fixed by the directors or by reference to criteria specified by the directors;
- (D) subject to paragraph (C) above, the Old Redeemable Preference Shares shall be redeemable by the Company at any time on service of 15 days' prior written notice of redemption on the holder of those shares which are to be redeemed and on any such redemption each such share shall confer a right to a fixed redemption sum of £1;

(E) any notice of redemption shall specify the particular shares to be redeemed, the date fixed for redemption and the place in the United Kingdom which the certificates are to be presented for redemption;

(F)

(i) the number of Class A redeemable preference shares to be redeemed shall be such that the aggregate redemption sum payable by the Company is equal (or is as close as practicable):

either

(a) to the income the Company has received (and has not yet distributed by way of redemption of other redeemable preference shares) from Denebola Limited by way of dividend on any of that company's preference shares;

or

(b) to the amount that the Company has received (and has not distributed by way of redemption of other redeemable preference shares) from Denebola Limited as a result of a redemption of any of that company's preference shares; and

(ii) the number of Class B redeemable preference shares to be redeemed shall be specified in the notice issued pursuant to paragraph (D) above;

(G) upon the date fixed for redemption the holders of the Old Redeemable Preference Shares to be redeemed shall deliver to the Company, at such place as is specified in the notice, the certificates for such shares, and thereupon the Company shall *cancel such certificate and shall pay to each such holder the amount due therefor*;

(H) the Company shall issue to the holder delivering any such share certificate a new certificate for any shares which are not to be redeemed on that occasion;

(I) notwithstanding any of the foregoing, the Old Redeemable Preference Shares may be issued with such other rights but subject to such limitations as the Directors of the Company decide from time to time prior to allotting those shares; and

(J) this article is subject always to compliance with Chapter VII of Part V of the Companies Act 1985 as amended from time to time.

1.2 Subject to paragraph (D) below, the rights attaching to the Class C preference shares of the Company of AUD 1 each (the "**New Preference Shares**") shall be as follows:


(A) on any liquidation of the Company each of the New Preference Shares shall confer a right to receive the sum of AUD 1 per share as a return of capital on those shares *out of the assets of the Company in preference to the rights of holders of all other classes of shares in the Company other than the Old Preference Shares which rank pari passu as against the New Preference Shares*;

(B) the holders of the New Preference Shares shall, by virtue of and in respect of their holdings of the New Preference Shares, have the right to receive notice of and attend every general meeting of the Company and be entitled to vote at a General Meeting of the Company upon any resolution proposed at such a General Meeting. On a show of hands every holder thereof who is present in person (or being

corporation) by a representative shall have one vote for every 2 fully paid New Preference Shares registered in the name of such holder, and on a poll every holder thereof who is present in person or by proxy or (being a corporation) by a representative shall have one vote in respect of every 2 fully paid New Preference Shares registered in the name of such holder;

- (C) the holders of not less than 90 per cent. of the New Preference Shares shall be entitled to appoint and remove from office not more than one person to be a Director, whether to fill a vacancy or as an additional Director, any such appointment or removal being in writing served on the Company and signed by the holders of those New Preference Shares;
- (D) notwithstanding any of the foregoing, the New Preference Shares may be issued with such other rights but subject to such limitations as the Directors of the Company decide from time to time prior to allotting those shares; and
- (E) this article is subject always to compliance with Chapter VII of Part V of the Companies Act 1985 as amended from time to time.

1.3 Any references to "AUD" in this paragraph 14 refer to Australian Dollars.


Chairman

Notice of Extraordinary General Meeting

Senator House Investments (UK) Limited (the "Company")

Notice is hereby given that an Extraordinary General Meeting of the Company will be held at Senator House, 85 Queen Victoria Street, London EC4V 4HA on 18 December, 2003 at 12.30 p.m. to consider and, if thought fit, pass the following resolutions, of which the first will be proposed as a Special Resolution and the remainder will be proposed as Ordinary Resolutions:

- (1) THAT the Articles of Association of the Company be and are hereby amended by the deletion of Article 14 and its replacement with the following text:

1 Class A, Class B and Class C Shares

- 1.1 Subject to paragraph (I) below, the rights attaching to the Class A redeemable preference shares and Class B redeemable preference shares of the Company of £1 each (together, the "Old Redeemable Preference Shares") shall be as follows:

- A. on any liquidation of the Company each of the Old Redeemable Preference Shares shall confer a right to receive the sum of £1 per share as a return of capital on those shares out of the assets of the Company in preference to the rights of holders of all other classes of shares in the Company but the holders of those Old Redeemable Preference Shares shall have no rights to participate in any distribution of the assets of the Company;
- B. the holders of the Old Redeemable Preference Shares (taken together) will at all times be entitled to the same voting rights as holders of ordinary shares on any resolution proposed at a meeting of the shareholders of the Company;
- C. redemption of each Old Redeemable Preference Shares may be on a date either fixed by the directors or by reference to criteria specified by the directors;
- D. subject to paragraph (C) above, the Old Redeemable Preference Shares shall be redeemable by the Company at any time on service of 15 days' prior written notice of redemption on the holder of those shares which are to be redeemed and on any such redemption each such share shall confer a right to a fixed redemption sum of £1;
- E. any notice of redemption shall specify the particular shares to be redeemed, the date fixed for redemption and the place in the United Kingdom which the certificates are to be presented for redemption;
- F.
 - (i) the number of Class A redeemable preference shares to be redeemed shall be such that the aggregate redemption sum payable by the Company is equal (or is as close as practicable):
either

(a) to the income the Company has received (and has not yet distributed by way of redemption of other redeemable preference shares) from Denebola Limited by way of dividend on any of that company's preference shares;

or

(b) to the amount that the Company has received (and has not distributed by way of redemption of other redeemable preference shares) from Denebola Limited as a result of a redemption of any of that company's preference shares; and

(ii) the number of Class B redeemable preference shares to be redeemed shall be specified in the notice issued pursuant to paragraph (D) above;

G. upon the date fixed for redemption the holders of the Old Redeemable Preference Shares to be redeemed shall deliver to the Company, at such place as is specified in the notice, the certificates for such shares, and thereupon the Company shall cancel such certificate and shall pay to each such holder the amount due therefor;

H. the Company shall issue to the holder delivering any such share certificate a new certificate for any shares which are not to be redeemed on that occasion;

I. notwithstanding any of the foregoing, the Old Redeemable Preference Shares may be issued with such other rights but subject to such limitations as the Directors of the Company decide from time to time prior to allotting those shares; and

J. this article is subject always to compliance with Chapter VII of Part V of the Companies Act 1985 as amended from time to time.

1.2 Subject to paragraph (D) below, the rights attaching to the Class C preference shares of the Company of AUD 1 each (the "**New Preference Shares**") shall be as follows:

A. on any liquidation of the Company each of the New Preference Shares shall confer a right to receive the sum of AUD 1 per share as a return of capital on those shares out of the assets of the Company in preference to the rights of holders of all other classes of shares in the Company other than the Old Preference Shares which rank *pari passu* as against the New Preference Shares;

B. the holders of the New Preference Shares shall, by virtue of and in respect of their holdings of the New Preference Shares, have the right to receive notice of and attend every general meeting of the Company and be entitled to vote at a General Meeting of the Company upon any resolution proposed at such a General Meeting. On a show of hands every holder thereof who is present in person (or being corporation) by a representative shall have one vote for every 2 fully paid New Preference Shares registered in the name of such holder, and on a poll every holder thereof who is present in person or by proxy or (being a corporation) by a representative shall have one vote in respect of every 2 fully paid New Preference Shares registered in the name of such holder;

C. the holders of not less than 90 per cent. of the New Preference Shares shall be entitled to appoint and remove from office not more than one person to be a Director, whether to fill a vacancy or as an additional Director, any such appointment or removal being in writing served on the Company and signed by the holders of those New Preference Shares;

- D. notwithstanding any of the foregoing, the New Preference Shares may be issued with such other rights but subject to such limitations as the Directors of the Company decide from time to time prior to allotting those shares; and
- E. this article is subject always to compliance with Chapter VII of Part V of the Companies Act 1985 as amended from time to time.
- 1.3 Any references to "AUD" in this paragraph 14 refer to Australian Dollars.
- (2) THAT with immediate effect the Company's authorised share capital be and is hereby increased beyond the registered capital of £803,000,000 by the creation of 400,000,000 New Preference Shares of AUD 1 each.
- (3) THAT the directors for the time being be and are hereby unconditionally authorised, pursuant to Section 80 of the Companies Act 1985, to issue and allot share capital of the Company up to a maximum nominal amount of AUD 400,000,000 in respect of the New Preference Shares for cash consideration or otherwise subject to the Company's Articles of Association during the period of five years from the date of the passing of this resolution.

By order of the Board,


Secretary

THE COMPANIES ACTS 1985 and 1989

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

SENATOR HOUSE INVESTMENTS (U.K.) LIMITED

As amended by

Special resolution dated 18 December 2003

THE COMPANIES ACTS 1985 - 1989

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

SENATOR HOUSE INVESTMENTS (U.K.) LIMITED

1 Preliminary

- 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 (such Table being hereinafter called "**Table A**") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (hereinafter referred to as "**Regulations**") (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company. Regulations 8, 64, 95 and 118 shall not apply to the Company. A reference herein to any Regulation is to that Regulation as set out in Table A.
- 1.2 In these Articles the expression "**the Act**" means the Companies Act 1985 but so that any reference in these Articles 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.

2 Authority to Allot Shares

- 2.1 The directors are authorised to allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the Act) to such persons at such times and on such terms as they think fit. This authority extends to the share capital with which the Company is registered on incorporation and will expire on the fifth anniversary of the date of incorporation of the Company. The Directors may allot Shares pursuant to any employees' share scheme.
- 2.2 *The Directors may, after the expiry of the said five-year period, allot Shares 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 be renewed, varied or revoked by an ordinary resolution of the Company.*

3 Pre-emption on Allotment of Shares

- 3.1 Section 89(1) of the Act shall not apply to any allotment of Shares made by the Directors pursuant to the authority conferred upon them by Article 2 above. Save as aforesaid any allotment or proposed allotment of equity securities (as defined in section 94 of the Act) shall be subject to the provisions of sections 89, 90 and 95 of the Act.

4 Lien

- 4.1 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 holder or joint holders for all moneys presently payable by such holder or any such joint holder or his estate to the Company; 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 on a Share shall extend to all dividends payable thereon and any other amounts payable in respect of it.

5 Transfer of Shares

- 5.1 The Directors shall have an absolute right, without assigning any reason therefor, to refuse to register the transfer of any Share (whether fully paid or not) and Regulation 24 shall be modified accordingly.

6 General Meetings

- 6.1 Regulation 38(b) shall be read and construed as if the words "a majority together holding such lesser percentage subject to a minimum of 90 per cent. as may be fixed by elective resolution passed under section 366A of the Act" were added after the words "giving that right".
- 6.2 Regulation 41 shall be read and construed as if the words "and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting the Meeting shall be dissolved" were added at the end.
- 6.3 Sub-paragraph (a) of Regulation 62 shall be modified in its application to the Company by the addition after the words "48 hours" of the words "or such shorter period as the Directors may allow".

7 Directors

- 7.1 Regulation 64 shall not apply to the Company.
- 7.2 The number of Directors shall be determined by Ordinary Resolution of the Company but unless and until so fixed there shall be no maximum number of Directors and the minimum number of Directors shall be one. If and for so long as there is a sole Director he shall have authority to exercise all the powers and discretions vested in the Directors by Table A or these Articles generally and Regulation 89 shall be modified accordingly.

7.3 For the purpose of determining whether the quorum for the transaction of the business of the Board exists:

7.3.1 in the case of a resolution agreed by the Directors in telephonic communications all such Directors shall be counted in the quorum;

7.3.2 in the case of a meeting of Directors, in addition to the Directors present at the meeting, any Director in telephonic communication with such meeting shall be counted in the quorum PROVIDED that no Director who is absent from the United Kingdom shall be counted in the quorum.

7.4 Any provision of the Act which, subject to the provisions of these regulations, would have the effect of rendering any person ineligible for appointment as a Director or liable to vacate office as a Director on account of his having reached any specified age or of requiring special notice or any other special formality in connection with the appointment of any Director over a specified age, shall not apply to the Company.

8 Alternate Directors

8.1 A Director, or any such other person as is mentioned in Regulation 65, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

9 Retirement by Rotation

9.1 The Directors shall not be required to retire by rotation and accordingly Regulations 73, 74 and 75 shall not apply to the Company. The words "by rotation or otherwise" in Regulation 67, "other than a director retiring by rotation" in Regulation 76, "(other than a director retiring by rotation at the meeting)" in Regulation 77, "subject as aforesaid" and "and may also determine the rotation in which any additional directors are to retire" in Regulation 78, the last two sentences of Regulation 79 and the last sentence of Regulation 84 shall be deleted.

10 Appointment and Removal of Directors

10.1 A member or Members holding a majority in the nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as Director or Directors, either as an addition to the existing Directors or to fill any vacancy, and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same, or in the case of a Member being a company signed by one of its directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.

11 Directors' Interests

11.1 A Director may vote as a Director in regard to any matter in which he has, directly or indirectly, an interest or duty which conflicts or may conflict with the interests of the

Company or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such matter is under consideration. Regulation 94 shall be modified accordingly.

- 11.2 No third party dealing with the Company shall be concerned to see or enquire whether any director has an interest in any dealings between itself and the Company which ought to be disclosed by that director or whether such interest has been disclosed and shall be entitled to assume, in the absence of express notice to the contrary, that all directors of the Company have complied with section 317 of the Act.

12 Notices

- 12.1 The third sentence in regulation 88 shall be deleted.
- 12.2 At the end of Regulation 111 there shall be added the following new sentence: "Communications by facsimile transmission or telex shall be deemed to be in writing".
- 12.3 In regulation 112 after the words "in a pre-paid envelope" there shall be added "or by facsimile transmission or telex" and the final sentence shall be deleted.
- 12.4 Regulation 115 shall be replaced with the following: "Proof that an envelope containing a notice was properly addressed, pre-paid and posted or that a facsimile transmission or telex was dispatched shall be conclusive evidence that the notice was given. A notice sent by post shall be deemed to be given at the expiration of forty-eight hours after the envelope containing it was posted. A notice sent by facsimile transmission or telex shall be deemed to be given when sent".

13 Indemnity

- 13.1 Every Director or other officer or auditor 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 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 judgement is given in his favour or in which he is acquitted, or in connection with any application under section 144 or 727 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. This Article shall only have effect in so far as its provisions are not avoided by section 310 of the Act.

14 Class A, Class B and Class C Shares

- 14.1 Subject to paragraph (I) below, the rights attaching to the Class A redeemable preference shares and Class B redeemable preference shares of the Company of £1 each (together, the "Old Redeemable Preference Shares") shall be as follows:
- (A) on any liquidation of the Company each of the Old Redeemable Preference Shares shall confer a right to receive the sum of £1 per share as a return of capital on those shares out of the assets of the Company in preference to the rights of holders of all other classes of shares in the Company but the holders of those Old

Redeemable Preference Shares shall have no rights to participate in any distribution of the assets of the Company;

- (B) the holders of the Old Redeemable Preference Shares (taken together) will at all times be entitled to the same voting rights as holders of ordinary shares on any resolution proposed at a meeting of the shareholders of the Company;
- (C) redemption of each Old Redeemable Preference Shares may be on a date either fixed by the directors or by reference to criteria specified by the directors;
- (D) subject to paragraph (C) above, the Old Redeemable Preference Shares shall be redeemable by the Company at any time on service of 15 days' prior written notice of redemption on the holder of those shares which are to be redeemed and on any such redemption each such share shall confer a right to a fixed redemption sum of £1;
- (E) any notice of redemption shall specify the particular shares to be redeemed, the date fixed for redemption and the place in the United Kingdom which the certificates are to be presented for redemption;
- (F)
 - (i) the number of Class A redeemable preference shares to be redeemed shall be such that the aggregate redemption sum payable by the Company is equal (or is as close as practicable):

either
 - (a) to the income the Company has received (and has not yet distributed by way of redemption of other redeemable preference shares) from Denebola Limited by way of dividend on any of that company's preference shares;
 - or
 - (b) to the amount that the Company has received (and has not distributed by way of redemption of other redeemable preference shares) from Denebola Limited as a result of a redemption of any of that company's preference shares; and
 - (ii) the number of Class B redeemable preference shares to be redeemed shall be specified in the notice issued pursuant to paragraph (D) above;
- (G) upon the date fixed for redemption the holders of the Old Redeemable Preference Shares to be redeemed shall deliver to the Company, at such place as is specified in the notice, the certificates for such shares, and thereupon the Company shall cancel such certificate and shall pay to each such holder the amount due therefor;
- (H) the Company shall issue to the holder delivering any such share certificate a new certificate for any shares which are not to be redeemed on that occasion;
- (I) notwithstanding any of the foregoing, the Old Redeemable Preference Shares may be issued with such other rights but subject to such limitations as the Directors of the Company decide from time to time prior to allotting those shares; and
- (J) this Article is subject always to compliance with Chapter VII of Part V of the Companies Act 1985 as amended from time to time.

14.2 Subject to paragraph (D) below, the rights attaching to the Class C preference shares of the Company of AUD 1 each (the "**New Preference Shares**") shall be as follows:

- (A) on any liquidation of the Company each of the New Preference Shares shall confer a right to receive the sum of AUD 1 per share as a return of capital on those shares out of the assets of the Company in preference to the rights of holders of all other classes of shares in the Company other than the Old Preference Shares which rank *pari passu* as against the New Preference Shares;
- (B) the holders of the New Preference Shares shall, by virtue of and in respect of their holdings of the New Preference Shares, have the right to receive notice of and attend every general meeting of the Company and be entitled to vote at a General Meeting of the Company upon any resolution proposed at such a General Meeting. On a show of hands every holder thereof who is present in person or (being a corporation) by a representative shall have one vote for every 2 fully paid New Preference Shares registered in the name of such holder, and on a poll every holder thereof who is present in person or by proxy or (being a corporation) by a representative shall have one vote in respect of every 2 fully paid New Preference Shares registered in the name of such holder;
- (C) the holders of not less than 90 per cent. of the New Preference Shares shall be entitled to appoint and remove from office not more than one person to be a Director, whether to fill a vacancy or as an additional Director, any such appointment or removal being in writing served on the Company and signed by the holders of those New Preference Shares;
- (D) notwithstanding any of the foregoing, the New Preference Shares may be issued with such other rights but subject to such limitations as the Directors of the Company decide from time to time prior to allotting those shares; and
- (E) this Article is subject always to compliance with Chapter VII of Part V of the Companies Act 1985 as amended from time to time.

14.3 Any references to "AUD" in this paragraph 14 refer to Australian Dollars.