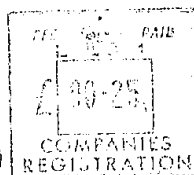


Number of Company 128025



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

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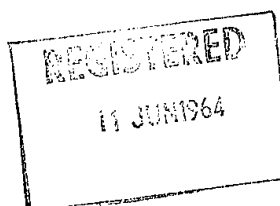
Special Resolutions

(Pursuant to The Companies Act, 1948, Sections 5, 10 and 141)

OF

Isca Metals Limited

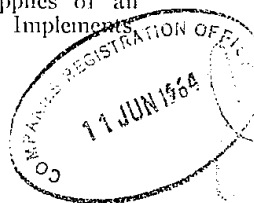
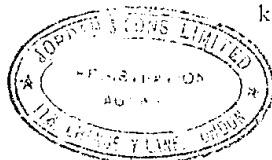
Passed the 28th day of May, 1964



At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at the Registered Office of the Company, East Common Lane, Scunthorpe in the County of Lincoln, on the 28th day of May, 1964, the following SPECIAL RESOLUTIONS were duly passed:—

1. That the provisions of Clause 3 of the Memorandum of Association of the Company with respect to its objects be and the same are hereby altered by deleting Sub-Clause (3) of Clause 3 and by substituting therefor the following new Sub-Clause:—

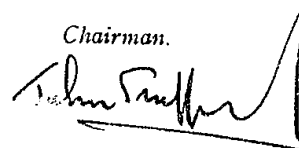
(3) To carry on all or any of the businesses of Fabricators, Suppliers, Repairers, Producers of, and Agents for, and Dealers in materials and Scrap Metals of every description and Iron and Steel Fabrications and Structures and Supplies of all kinds, Steel Stock holders, Contractors for dismantling work of all kinds, Joiners, Carpenters and French Polishers, Turners, Cabinet Makers and Timber Merchants, Forge and Foundry Workers, Sheet Metal and Tubular Steel Workers, Panel Beaters, Coach and Body Builders, General Engineers, Welders, Press and Machine Shop Workers, Manufacturers, Repairers and Dealers in Domestic, Building and General Hardware and Ironmongery, Electrical and Gas Fittings and Accessories, and Electrical and Mechanical Goods, Appliances and Devices of all kinds, Motor, Electrical and Mechanical Engineers, Manufacturers, Repairers and Merchants of, Agents for, and Dealers in Motor Vehicles, Plant, Machinery, Equipment, Appliances, Fittings and Supplies of all kinds, and Engines, Fittings, Apparatus, Implements



Tools and Accessories of every description, Iron, Steel, Brass, Copper and General Metal Founders, Converters, Smelters, Rollers, Moulders and Casters, Brokers and Merchants, Metallurgists, Boiler Makers, Tube Makers, Millwrights, Coppersmiths, Machinists, Wire Drawers, Galvanisers, Platers, Annealers, Japanners and Enamellers, Forgemasters, Forge, Furnace and Foundry Builders, General Ironmongers, Builders and Decorators, Builders' Merchants, Plumbers, Electricians, Garage Proprietors, Warehousemen, Haulage and Cartage Contractors, Railway, Shipping, Forwarding, Passenger and Freight Agents, Insurance and Commission Agents, Manufacturers' Agents and Representatives, and General Merchants, Factors, Traders and Contractors.

2. That the new Articles of Association already approved by this meeting, and for the purpose of identification subscribed by the Chairman thereof, be and the same are hereby adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all the existing regulations thereof.

Chairman.



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John Stapp

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Articles of Association

OF

Isca Metals Limited

(Adopted by Special Resolution passed on the 28th day of May, 1964)

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 24, 53, 75, 77 and 136 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.

2. The Company is a Private Company and Clauses 2, 3, 4, 5 and 6 (but not Clause 1) in Part II of Table A shall also apply to the Company.

SHARES

3. No share or debenture shall be knowingly issued or transferred to or held by any person or corporate body, or shall any person or corporate body knowingly have or acquire any interest in any share or debenture in any circumstances in which the Company would by reason thereof lose its status as an exempt Private Company.

4. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

5. Unless otherwise determined by the Company in General Meeting any original Shares for the time being unissued and any new Shares from time to time to be created shall, before they are issued,

be offered to the Members in proportion, as nearly as may be, to the number of Shares held by them. Such offer shall be made by notice specifying the number of Shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the Shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner dispose of any such new or original Shares as aforesaid, which by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

TRANSFER OF SHARES

6. (A) Subject as in these Articles provided, any Share may be transferred to any Member of the Company, and any Share may be transferred by a Member to his or her father or mother, or to any lineal descendant of his or her father or mother, or to his or her wife or husband, and any Share of a deceased Member may be transferred to the widow or widower or any other such relative as aforesaid of such deceased Member or may be transferred to or placed in the names of his or her executors or trustees; and in any such circumstances (but subject as aforesaid) Clause 3 in Part II of Table A shall not apply save to ensure that the number of Members shall not exceed the prescribed limit or to prevent a transfer of shares on which the Company has a lien.

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- (B) A Share shall not be transferred otherwise than as provided in paragraph (A) of this Article unless it first be offered to the Members at a fair value to be fixed by the Company's Auditors. Any Member desiring to sell a Share otherwise than in accordance with paragraph (A) of this Article (hereinafter referred to as a "retiring Member") shall give notice thereof in writing to the Company (hereinafter referred to as a "sale notice") constituting the Company his agent for the purpose of such sale. No sale notice shall be withdrawn without the Directors' sanction. The Directors shall offer any Share comprised in a sale notice to such of the existing Members as they may decide, and if within twenty-eight days after the sale notice has been given a purchasing Member is found, such purchasing Member shall be bound to complete the purchase within seven days. Notice of the finding of the purchasing Member shall be given to the retiring Member, who shall be bound on payment of the fair value to transfer the Share to the purchasing Member. If the retiring Member fails to complete the transfer, the Directors may authorise some person to transfer the Share to the purchasing Member and may receive the purchase money and register the purchasing Member as holder of the Share, issuing him a certificate therefor. The retiring Member shall deliver up his certificate and shall

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thereupon be paid the purchase money. If within twenty-eight days after the sale notice has been given the Directors shall not find a purchasing Member for the Share and shall give notice accordingly, or if through no default of the retiring Member the purchase is not duly completed, the retiring Member may at any time within six months after the sale notice was given, but subject to Clause 3 in Part II of Table A, sell such Share to any person and at any price: Provided always that, notwithstanding anything hereinbefore contained, where more than one Share is comprised in the sale notice then unless a purchasing Member is found for each of the Shares so comprised no obligation to transfer or to purchase any of such Shares shall arise and the Directors shall be deemed not to have found a purchasing Member for any of such Shares.

- (c) No Share shall be issued or transferred to any infant, bankrupt or person of unsound mind.

GENERAL MEETINGS

7. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, 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 Auditor for the time being of the Company.

8. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum."

VOTES OF MEMBERS

9. If at any General Meeting a poll is duly demanded on a resolution to remove a Permanent Director from office, such Permanent Director shall on the poll being taken be entitled to ten votes for each Share of which he is the holder; and Clause 62 in Part I of Table A shall be modified accordingly.

DIRECTORS

10. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than two nor more than seven.

11. The Directors of the Company at the time of the adoption of these Articles are: JOHN SPAFFORD, THOMAS TWOMEY, JOHN PERCIVAL PETER SPAFFORD, DAVID MORGAN HARRIS SPAFFORD and ROBERT WAREING. The said JOHN SPAFFORD shall be a Permanent Director of the Company and Chairman of the Board of Directors and subject to the provisions of Clause 88 in Part I of Table A shall be entitled to hold such offices so long as he shall live unless he shall be removed from office under Clause 96 in Part I of Table A; and accordingly Clauses 89 to 94 in Part I of Table A shall not apply to him.

12. Any person may be appointed or elected as a Director whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age; and the provisions of Sub-Sections (1) to (6) inclusive of Section 185 of the Act shall be excluded from applying to the Company.

13. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

14. A Director may vote as a Director in regard to any contract or arrangement in which he is interested 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 contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

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INDEMNITY

15. Every Director or other officer of the Company shall be entitled to 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 judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 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. But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Act.

CAPITAL RESERVE

16. (1) All monies realised on the sale of any of the properties, investments or other assets of the Company in excess of the values at which such properties, investments or other assets stood in the books of the Company at the time of sale, shall be carried to the credit of a Reserve to be called the Capital Reserve and such Capital Reserve and all other monies in the nature of accretions to Capital, whether on the sale of the assets of the Company or otherwise, shall be treated for all purposes as Capital monies and not as profits available for Dividend.

(2) Any losses realised on the sale of any of the properties, investments or other assets of the Company may be carried to the debit of the Capital Reserve, except in so far as the Directors shall, in their discretion, decide to make good the same out of the other funds of the Company.

(3) Any monies for the time being standing to the credit of the Capital Reserve may, at the discretion of the Directors, either be employed in the undertaking of the

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Company or be invested in such properties, investments
or other assets as the Directors may from time to time
think fit.

- (4) Capital Reserve referred to in this Article shall be
separate and distinct from the Reserves referred to in
Clause 117 in Part I of Table A.

WINDING UP

17. If the Company shall be wound up the assets remaining
after payment of the debts and liabilities of the Company and the
costs of the liquidation shall first be applied in repaying to the Members
the amounts paid or credited as paid on the Shares held by them
respectively, and the balance (if any) shall be distributed among the
Members in proportion to the number of Shares held by them
respectively: Provided always that the provisions hereof shall be
subject to the rights of the holders of Shares (if any) issued upon
special conditions.

128025

The Companies (Consolidation) Act, 1908
and
The Companies Act, 1948

COMPANY LIMITED BY SHARES

Memorandum of Association

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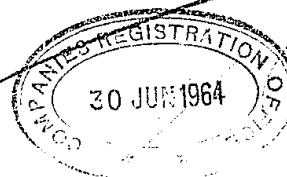
30 JUN 1964

Isca Metals Limited

(As altered by Special Resolution passed on the 28th day
of May, 1964)

1. *The Name of the Company is "ISCA METALS LIMITED."
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are—
 - (1) To acquire and take over as a going concern the business now carried on at The Isca Foundry Works, Newport, in the County of Monmouth, under the style or firm of "The Isca Foundry Company," and all or any of the assets and liabilities of the proprietors of that business in connection therewith and with a view thereto to enter into an agreement already prepared and expressed to be made between ARTHUR HARRISON LAYBOURNE and RICHARD CHARLES TALBOT LAYBOURNE of the one part and the Company of the other part, a draft of which has been subscribed with a view to identification by the said ARTHUR HARRISON LAYBOURNE and RICHARD CHARLES TALBOT LAYBOURNE, and to carry the same into effect with or without modification.
 - (2) To carry on the businesses acquired or to be taken over or being acquired or taken over by the Company under or by virtue of the said agreement.
 - (3) To carry on all or any of the businesses of Fabricators, Suppliers, Repairers, Producers of, and Agents for, and

* The name of the Company was, on the 22nd day of April, 1964, changed from "The Isca Foundry Company, Limited" to "Isca Metals Limited."



Dealers in materials and Scrap Metals of every description and Iron and Steel Fabrications and Structures and Supplies of all kinds, Steel Stock holders, Contractors for dismantling work of all kinds, Joiners, Carpenters and French Polishers, Turners, Cabinet Makers and Timber Merchants, Forge and Foundry Workers, Sheet Metal and Tubular Steel Workers, Panel Beaters, Coach and Body Builders, General Engineers, Welders, Press and Machine Shop Workers, Manufacturers, Repairers and Dealers in Domestic, Building and General Hardware and Ironmongery, Electrical and Gas Fittings and Accessories, and Electrical and Mechanical Goods, Appliances and Devices of all kinds, Motor, Electrical and Mechanical Engineers, Manufacturers, Repairers and Merchants of, Agents for, and Dealers in Motor Vehicles, Plant, Machinery, Equipment, Appliances, Fittings and Supplies of all kinds, and Engines, Fittings, Apparatus, Implements, Tools and Accessories of every description, Iron, Steel, Brass, Copper and General Metal Founders, Converters, Smelters, Rollers, Moulders and Casters, Brokers and Merchants, Metallurgists, Boiler Makers, Tube Makers, Millwrights, Coppersmiths, Machinists, Wire Drawers, Galvanisers, Platers, Annealers, Japanners and Enamellers, Forgemasters, Forge, Furnace and Foundry Builders, General Ironmongers, Builders and Decorators, Builders' Merchants, Plumbers, Electricians, Garage Proprietors, Warehousemen, Haulage and Cartage Contractors, Railway, Shipping, Forwarding, Passenger and Freight Agents, Insurance and Commission Agents, Manufacturers' Agents and Representatives, and General Merchants, Factors, Traders and Contractors.

- (4) To carry on any business relating to the winning and working of minerals, production and working of metals, and the production, manufacture and preparation of any other materials which may be usefully or conveniently combined with the engineering or manufacturing business of the Company, or any contracts undertaken by the Company, and either for the purpose only of such contracts or as an independent business.
- (5) To undertake and execute any contracts for works involving the supply or use of any machinery or plant, and also to enter into any contracts in relation to and to erect, construct, maintain, alter, improve, enlarge, repair, pull down and restore either alone or jointly with any other company or person, works of all descriptions, including wharves, docks, quays, piers, jetties, railways, tramways, waterworks, waterways, reservoirs, telegraph or telephone lines, roads, bridges, buildings, warehouses, factories, mills, engines, machinery, railway-carriages and wagons, ships and vessels of every description, gas-works, electric-works, water-works, drainage and sewage works and buildings of every description.
- (6) To carry on any other trades or businesses whatsoever which can in the opinion of the Company be advan-

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tageously or conveniently carried on by them in connection with or by way of extension of the general business or businesses of the Company or calculated directly or indirectly to develop any branch of the Company's business or to enhance the value of or render profitable any of the Company's assets property or rights.

- (7) To purchase, lease or otherwise acquire any lands, houses, offices, workshops, buildings and premises and any fixed or moveable machinery, tools, engines, boilers, plant, implements, patterns, stock-in-trade, patents and patent rights, convenient to be used in or about the trades or businesses aforesaid.
- (8) To acquire, undertake and take over the whole or any part of the business property and liabilities of any person or persons, firm or corporation, carrying on any business which this Company is authorised to carry on or possessed of any property or rights suitable for the purposes of this Company.
- (9) To purchase, take or otherwise acquire and hold shares, stock, debentures or other interests in any other Company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (10) To amalgamate with any other Company having objects altogether or in part similar to those of this Company, and to enter into partnership, or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise, with any person or company carrying on or engaged in, or about to carry on or engaged in any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to lend money to, guarantee the contracts of, or otherwise assist, any such person or Company, and to give or accept by way of consideration for any of the acts or things agreed, any shares, debentures or securities that may be agreed upon, and to hold, sell, mortgage, and deal with any shares, debentures or securities so received.
- (11) To apply for purchase or otherwise acquire any patents, brevets d'inventions, licences, concessions and the like conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.

- (12) Generally to purchase, take on lease or in exchange, hire, or otherwise acquire, any real and personal property, and any rights or privileges which the Company may think necessary or convenient for the purposes of its business, and in particular any land, buildings, easements, machinery, plant, and stock-in-trade. (21)
- (13) To construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company. (22)
- (14) To promote, construct, improve, maintain, develop, work, manage, carry out, or control any roads, ways, tramways, railways, branches or sidings, bridges, reservoirs, watercourses, piers, jetties, wharves, manufactories, warehouses, electric works, shops, stores, and other works and conveniences which may seem calculated directly or indirectly to advance the Company's interests, and to contribute to, subsidise or otherwise assist or take part in the promotion, construction, improvement, maintenance, working, management, carrying out, or control thereof or subscribe to any syndicate, partnership or company formed for any such objects. (23)
- (15) To borrow or raise or secure the payment of money by mortgage or by the issue of debentures or debenture stock, perpetual or otherwise, or in such other manner as the Company shall think fit, and for the purposes aforesaid to charge all or any of the Company's property or assets, present and future, including its uncalled capital, and collaterally or further to secure any securities of the Company by a trust deed or other assurance. (24)
- (16) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Company. (25)
- (17) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined. (26)
- (18) To lend or advance money or give credit to such persons and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantees or become security for any such persons. (27)
- (19) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments. (28)
- (20) To remunerate any person (whether a Director, or Member, or employee of the Company or not) or any firm, or Company rendering services to this Company, whether by cash payment or by allotment to him or them of shares or securities of the Company credited as paid up in full or in part, or otherwise. (29)

- (12) Generally to purchase, take on lease or in exchange, hire, or otherwise acquire, any real and personal property, and any rights or privileges which the Company may think necessary or convenient for the purposes of its business, and in particular any land, buildings, easements, machinery, plant, and stock-in-trade.
- (13) To construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.
- (14) To promote, construct, improve, maintain, develop, work, manage, carry out, or control any roads, ways, tramways, railways, branches or sidings, bridges, reservoirs, watercourses, piers, jetties, wharves, manufacturing, warehouses, electric works, shops, stores, and other works and conveniences which may seem calculated directly or indirectly to advance the Company's interests, and to contribute to, subsidise or otherwise assist or take part in the promotion, construction, improvement, maintenance, working, management, carrying out, or control thereof or subscribe to any syndicate, partnership or company formed for any such objects.
- (15) To borrow or raise or secure the payment of money by mortgage or by the issue of debentures or debenture stock, perpetual or otherwise, or in such other manner as the Company shall think fit, and for the purposes aforesaid to charge all or any of the Company's property or assets, present and future, including its uncalled capital, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (16) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Company.
- (17) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (18) To lend or advance money or give credit to such persons and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantees or become security for any such persons.
- (19) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (20) To remunerate any person (whether a Director, or Member, or employee of the Company or not) or any firm, or Company rendering services to this Company, whether by cash payment or by allotment to him or them of shares or securities of the Company credited as paid up in full or in part, or otherwise

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- (21) To enter into any arrangement or agreement with any person, company or syndicate for the purpose of or with a view to the regulation of prices, wages, or hours of labour or for or relating to any other matters which may promote or protect any trade or business carried on by the Company or in which the Company is directly or indirectly interested and for that purpose to subsidize and make payments in support of any such objects.
- (22) To establish branches and agencies in the United Kingdom or elsewhere, and to discontinue and regulate the same.
- (23) To procure the Company to be registered or recognized in any colony, foreign country, or place, and to establish or maintain branches or agencies of the Company in any colony or foreign state.
- (24) To obtain any Act of Parliament or provisional order 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 expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly, to prejudice the Company's interests.
- (25) To enter into any arrangements with any governments or authorities (supreme, municipal, local, or otherwise) and to obtain from any such government or authority any contracts, rights, privileges and concessions which the Company may think desirable.
- (26) To pay all or any expenses incurred in connection with the formation, promotion, and incorporation of the Company, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures, or debenture stock, or securities of this Company.
- (27) To support and subscribe to any charitable or public object and to any institution, society or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any person or persons who may have served the Company, or to the wives, children or other relatives of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company.
- (28) To promote any other company for the purpose of acquiring all or any of the property, rights and liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company, or to improve the property or business of this 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 agreed.

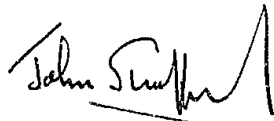
(29) To sell, exchange, or otherwise dispose of the whole or any part of the property or undertaking of the Company either together or in portions, for such consideration as the Company may think fit and in particular for shares, debentures, or securities of any company purchasing the same.

(30) To distribute among the members of the Company in kind any property of the Company, and in particular any shares, debentures or securities of other companies belonging to this Company, or of which this Company may have the power of disposing.

(31) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors, sub-contractors, or otherwise, and either alone or in conjunction with others, and by or through agents, sub-contractors, trustees, or otherwise, and to do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them.

4. The liability of the Members is limited.

5. The capital of the Company is £50,000, divided into 5,000 shares of £10 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential or other special rights, privileges, conditions, or restrictions.


26/6/64.