

Company No. 174133

188.
THE COMPANIES ACT, 1948 to 1976

SANGAMO WESTON LIMITED

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

(passed the 20th day of November 1978)

At an Extraordinary General Meeting of the above-named Company duly convened and held on the above date the following Resolution was duly passed as a Special Resolution of the Company:-

RESOLUTION

That the regulations contained in the printed document now produced to the Meeting and signed by the Chairman for the purpose of identification be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association.


.....
CHAIRMAN

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As referred to in Special Resolution
of the Company dated 20th November, 1978
Ermini Lengua
(Solvent to the Company)

MC/JG/BS

No. 174133

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

SANGAMO WESTON LIMITED

(as adopted by Special Resolution
on 20th November, 1978)

PRELIMINARY

1. The Company is a private company and accordingly the Regulations contained in Part II of Table A of the Companies Act, 1948 ("the Act") (hereinafter called "Table A") shall apply to the Company save insofar as they are varied or excluded by or are inconsistent with these Articles.

SHARE CAPITAL

2. The share capital of the Company at the date of adoption of these Articles of Association is £2,000,000 divided into 4,000,000 Ordinary Shares of 50p each.

3. (a) Unless otherwise determined by the Company from time to time all unissued shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise deal with or dispose of the same to such persons, at such



times and generally on such terms as they think fit, but so that no shares shall be issued at a discount except in accordance with Section 57 of the Act.

(.) Without prejudice to any special rights or privileges attached to any then existing shares in the capital of the Company, any new shares may be issued upon such terms and conditions, and with such rights privileges and restrictions attached thereto, as the Company may from time to time direct or in the absence of such direction as the Directors shall determine.

Regulations 2 and 3 in Part I of Table A shall not apply.

TRANSFER OF SHARES

4. The instrument of transfer of a share shall be signed by or on behalf of the transferor (and in the case of a transfer of a partly paid share also by the transferee)

DIRECTORS

5. The number of Directors shall not, unless otherwise determined by the Company, be less than two nor more than ten and Regulation 75 in Part I of Table A shall not apply to the Company.

6. (a) Any person may be appointed to be a Director, either to fill a casual vacancy in the number of the Directors or as an additional Director, and any Director howsoever appointed may be removed either by a Memorandum in writing signed by the person or persons for the time being holding a majority in nominal value of the issued Ordinary Shares of the Company sent to or left at the registered office of the Company, or by resolution of the Company.

(b) Without prejudice to Article 6(a), the Directors may appoint any person as Director to fill any casual vacancy in the number of the Directors and the Directors may appoint any person as an additional Director.

7. The Directors shall be entitled to be paid, all their travelling hotel and other expenses properly incurred by them in and about the business of the Company. The Directors shall be entitled to be paid such remuneration (which shall be deemed to accrue from day to day) for their services as Directors as the Board of Directors shall determine. Regulation 76 in Part I of Table A shall not apply.

8. If any Director shall be called upon to perform extra services or make any special exertions in going or residing abroad or otherwise for any of the purposes of the Company the Directors may arrange with such Director for extra remuneration for such services or exertions in such form as they shall think fit.

9. No Director shall vacate his office, nor shall any person be ineligible for appointment as a Director by reason only of his having attained any particular age.

10. A Director shall not require any shareholding qualification and Regulation 77 in Part I of Table A shall not apply.

DISQUALIFICATION OF DIRECTORS

11. The office of a Director shall ipso facto be vacated if the Director:-

- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally;
or

- (b) is prohibited from being a Director by reason of any order made under Section 188 of the Act or Section 28 of the Companies Act 1976; or
- (c) becomes of unsound mind; or
- (d) resigns his office by notice in writing to the Company; or
- (e) shall have been absent without permission of the Directors from meetings of the Directors continuously for a period of six months and they pass a resolution that he has by reason of such absence vacated office; or
- (f) is removed pursuant to Article 6(a)

ALTERNATE DIRECTORS

12. (a) Each Director shall have the power to appoint any other Director, or any person approved for that purpose by a resolution of the Directors to act as an alternate Director in his place during any absence of the Director and at his absolute discretion to remove such alternate Director.

(b) On such appointment the alternate Director shall (except as regards the power to appoint an alternate) be subject in all respects to the terms and conditions existing with reference to the Director whom he represents. Every alternate Director shall be entitled to receive notices of meetings of the Directors in the absence of his appointor and to attend and vote at such meetings on behalf of his appointor. An alternate director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

(c) Any Director who is appointed an alternate Director shall have an additional vote for every Director for whom he acts as alternate.

(d) Any appointment or removal of an alternate Director shall be effected by a written memorandum to the Company signed by the appointor and sent to or delivered at the registered office of the Company. Any person appointed as an alternate Director shall vacate his office as such alternate Director if and when the Director by whom he has been appointed vacates his office as Director.

BORROWING POWERS

13. The proviso to Regulation 79 in Part I of Table A shall not apply and the following proviso shall be deemed to be substituted therefor:-

"Provided that the Directors shall not, if and so long as the Company is at any time a subsidiary company of any other company, exercise the rights conferred on them by this Regulation in any manner contrary to any restrictions as to borrowing imposed by its holding company".

POWERS OF DIRECTORS

14. The Directors may procure the establishment and maintenance of or participate in or contribute to any pension, superannuation or life assurance scheme for the benefit of, any persons (including Directors and other officers) at any time employed by the Company, or by any subsidiary of the Company and the relations, or dependants of any such persons.

15. A Director who has pursuant to Regulation 84 declared at a Meeting of the Directors the nature of his interest in a contract or arrangement or proposed contract or arrangement with the Company shall be entitled to vote as a Director in

respect of that contract or arrangement, and if he shall do so his vote shall be counted and he shall be counted in ascertaining whether or not a quorum is present at the Meeting of the Directors at which the vote is taken. Paragraphs (2) and (4) of Regulation 84 in Part I of Table A shall not apply.

16. The words from "and every Director present" to the end of Regulation 86 in Part I of Table A shall be deemed to be deleted.

17. Regulations 87-97 (inclusive) in Part I of Table A shall not apply.

18. The last sentence in Regulation 98 in Part I of Table A shall be deemed to be deleted and the following shall be deemed to be substituted therefor:-

"Each Director shall be entitled to receive notice of Meetings of the Directors including (wherever reasonably practicable) any Director normally or for the time being residing outside the United Kingdom. Whenever it is not reasonably practicable to give notice to a Director outside the United Kingdom, notice shall be given to the alternate director (if any) appointed by him."

19. A resolution in writing signed or approved by letter, telegram or telex by all the Directors for the time being entitled to receive notice of a meeting of the Directors shall be as valid and effectual as if it had been duly passed at a meeting of the Directors duly convened and held. Any such resolution may consist of several documents in the same form signed by one or more of the Directors. Regulation 106 in Part I of Table A shall not apply.

20. A Director, notwithstanding that he is not a member of the Company, shall be entitled to

receive notice of and attend at all General Meetings of the Company and at all Meetings of the holders of any class of shares in the capital of the Company and Regulation 134 shall be modified accordingly.

MANAGING DIRECTOR AND OTHER APPOINTMENTS

21. The Directors may from time to time appoint one or more of their body to be Managing Director or to hold any executive office in the management of the business of the Company for such a period and on such terms including remuneration as they think fit, and subject to the provisions of any agreement entered into in any particular case, may revoke such appointment. Such appointment shall automatically determine if a Director so appointed shall cease for any reason to be a Director but without prejudice to any claim he may have for damages for breach of any service contract between him and the Company. Regulation 107 in Part I of Table A shall not apply.

RESOLUTIONS

22. Any such resolution in writing as is referred to in Regulation 5 in Part II of Table A may consist of several documents in the same form each signed by one or more of the members (or their duly authorised representatives) referred to in that Regulation.

INDEMNITY

23. In addition to the indemnity contained in Regulation 136 in Part I of Table A and subject to the provisions of Section 205 of the Act, every Director Managing Director, agent auditor, Secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.