

Company Number : 197900

**Memorandum and
Articles of Association of
EXPAMET U.K. LIMITED**

September 1998





CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 197900

I hereby certify that

BAT BUILDING PRODUCTS LIMITED

having by special resolution changed its name, is now
incorporated under the name of
EXPAMET U.K. LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 1ST JANUARY 1987

A handwritten signature in cursive script, appearing to read 'E. Jones'.

MRS. E. J. JONES

an authorised officer



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 197900

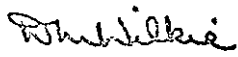
I hereby certify that

BAT BUILDING & ENGINEERING
PRODUCTS LIMITED

having by special resolution changed its name, is now
incorporated under the name of

BAT BUILDING PRODUCTS LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 31ST JANUARY 1984


MRS. D. M. WILKIE

an authorised officer



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 197900

I hereby certify that

AUTOMATIC PRESSINGS LIMITED

having by special resolution and with the approval of the Secretary of State changed
its name, is now incorporated under the name of

BAT BUILDING & ENGINEERING PRODUCTS LIMITED

Given under my hand at Cardiff the 8TH FEBRUARY 1978

D.A. Pendlebury

D. A. PENDLEBURY

Assistant Registrar of Companies

39.82



FRANCE

1018671

2 JUN 87

General

THE COMPANIES ACTS 1948 TO 1981

INSCRIPTION au REGISTRE NATIONAL des MARQUES

- 8 JUIL. 87

023304

I hereby certify that

BAT BUILDING PRODUCTS LIMITED

formerly called

BAT BUILDING & ENGINEERING PRODUCTS LIMITED

which name was changed by special resolution was incorporated under the
Companies Acts 1908 to 1917

as a limited company on the 14th May 1924 **and that the certificate**
of incorporation altered to meet the circumstances of the case was issued on the
31st January 1984

Given under my hand at the Companies Registration

Office, Cardiff the

3rd September 1984

No. 197900

D. Rainbow
D. RAINBOW

an authorised officer

**THE COMPANIES ACTS 1908 TO 1917
THE COMPANIES ACTS 1948 TO 1967
THE COMPANIES ACT 1985**

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

EXPAMET U.K. LIMITED

- *1 The name of the Company is "Expamet U.K. Limited".
- 2 The registered office of the Company will be situate in England.
- 3 The objects for which the Company is established are:-
 - A To manufacture, import, export, buy, sell, act as factors and agents for, and generally trade with and deal in Patented and other kinds of Driving Belt Fasteners, Lacing, Lacing Machines, also Driving Belts and Straps, whether made of balata, india-rubber, leather, canvas, or other woven fabrics or otherwise, and all Accessories; also to trade in like manner in connection with other special or ordinary Machines, Apparatus, Appliances, Tools (including Machine and Edge Tools of every description), Pulleys, Shafting and other Fittings, Implements, Goods, Materials, and Accessories of all kinds required by, desirable, or convenient for saw mills proprietors and timber merchants, owners of bleaching, spinning, weaving, dyeing, and other mills, works and factories, laundries, mines and collieries, railway and tramway undertakings, mechanical, mining, marine, gas, water, electrical, motor car, aviation, and other engineers, millwrights, iron founders, pottery and brick makers, manufacturing ironmongers, and workers in iron, and other metals, machinists, smiths, builders, cabinet makers, carpenters, joiners, carvers, gilders, coopers, and general workers in wood, boot and shoe makers, and other manufacturers, tradesmen, or persons following industrial or other pursuits needing things provided or dealt in by the Company.

*On 31 January 1984 the name of the Company was changed from "Automatic Pressings Limited" to "Bat Building & Engineering Products Limited". On 1 January 1987 the name of the Company was changed from "Bat Building Products Limited".

- B To purchase or otherwise acquire and take over any business or undertakings which may be deemed expedient or to become interested in and to carry on either on the Company's own account or otherwise or dispose of, remove or put an end to or otherwise deal with any such business or undertakings as may be thought desirable.
- C To undertake, perform, and carry out all or any of the functions or operations ordinarily or which can conveniently and advantageously be performed or carried out by contractors for structural and other ironworks, hardware factors, manufacturers' and general commission merchants and agents, and generally to carry on all kinds of Agency business, particularly in regard to machines, engineering requirements, metal and other goods and materials appertaining thereto, and in any kindred classes, also labour and time-saving inventions, apparatus, and appliances of any description, industrial and household articles and accessories of a novel and useful kind and in regard to things comprised in hardware and allied departments.
- D To carry on any other business or businesses whether manufacturing or otherwise which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- E To acquire by purchase, lease, exchange, or otherwise, either for an estate in fee simple or for any less estate, whether immediate or reversionary, and whether vested or contingent, any lands, tenements, hereditaments, and premises of any tenure, whether subject to any charges or incumbrances or not, and to hold or to sell, let, alienate, mortgage, charge, or otherwise deal with all or any of such lands, tenements, hereditaments, or premises.
- F To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, factories, offices, or works for the purposes of the Company.
- G To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- H 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.

- I (i) To borrow and raise money in any manner and to secure with or without consideration the repayment of any money borrowed, raised or owing by mortgage, charge, debenture, debenture stock, bond, standard security, lien or any other security of whatsoever nature upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital, and also by a similar mortgage, charge, debenture, debenture stock, bond, standard security, indemnity, lien or security of whatsoever nature to secure and guarantee the performance by the Company or any other company or person including (but without limitation) the holding company of the Company or any company which is a subsidiary of such holding company within in each case the meaning of Section 736 of the Companies Act 1985 as amended, of any obligation or liability it or such person or company may undertake or which may become binding upon it or such person or company, and to secure any securities of the Company by a trust deed or other assurance; and
- (ii) To make advances to any company, firm or person with or without security, and upon such terms as the Company may approve, and either with or without the Company receiving any consideration or advantage, direct or indirect, to give all kinds of guarantees and indemnities (but without limitation) to guarantee the performance of the obligations and the payment of the capital or principal (together with any premium) of and any dividends or interest on any stocks, shares, or securities or other obligations of any nature whatsoever (including, without limiting the generality of the foregoing, obligations for the repayment of money and/or discharge of liabilities both present and future due, owing or incurred to bankers) of any company, firm or person, and in particular (but without limiting the generality of the foregoing) of any company which is for the time being the Company's holding company, as defined by Section 736 of the Companies Act 1985 as amended, or a subsidiary, as defined by the said section, of the Company or of the Company's holding company, or otherwise associated with the Company in business and to create mortgages, charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital whether in support of any such guarantees or otherwise.
- J 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.

- K To remunerate any person, firm, or company rendering services to this Company, whether by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part, or otherwise.
- L To pay all or any expenses incurred in connection with the formation, promotion, and incorporation of the Company, or to contract with any person, firm, or company to pay the same.
- M To support and subscribe to any charitable or public object and any institution society or club which may be for the benefit of the Company or its members or employees or may be connected with any town or place where the Company carries on business; to give or award pensions annuities gratuities and superannuation allowances or benefits or charitable aid to 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 and to the wives, widows, children or other relatives or dependents of such persons; to make payments towards insurance and to set up establish support and maintain superannuation or other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives widows children or other relatives or dependents.
- N To promote any other company for the purpose of acquiring all or any of the property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit 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 of such company as aforesaid.
- O To sell or otherwise dispose of the whole or any part of the undertaking of the Company either together or in portions, for such consideration as the Company may think fit, whether in cash or for shares, debentures, or securities of any company purchasing the same, or otherwise as the Company may think proper.
- P 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.
- Q To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

R To carry on business as a general commercial company.

The objects specified in each of the foregoing paragraphs of this Clause shall be separate and distinct objects of the Company and accordingly shall not be in any way limited or restricted (except so far as otherwise expressly stated in any paragraph) by reference to or inference from the terms of any other paragraph or the order in which the paragraphs occur or the name of the Company, and none of the paragraphs shall be deemed merely subsidiary or incidental to any other paragraph.

4 The liability of the Members is Limited.

5 The Share Capital of the Company is One Thousand Pounds divided into One Thousand shares of One Pound each. The Company has power from time to time to increase or reduce its Capital and to issue any Shares in the original or increased Capital with preferred, deferred, or other special rights, or such restrictions, whether in regard to Dividend, voting, return of Capital, or otherwise as the Company may from time to time by Special Resolution determine.

By Special Resolution passed 12th June 1958 the Share Capital was increased to £60,000 in £1 Ordinary Shares.

By Special Resolution passed 29th September 1964 the Share Capital was increased to £120,000 divided into 60,000 Ordinary and 60,000 Preference shares of £1 each.

By Special Resolution passed 29th September 1967 the Share Capital was increased to £200,000 divided into 140,000 Ordinary and 60,000 6% Preference shares of £1 each.

By Extraordinary Resolution passed 14th June 1973 the Share Capital was increased to £206,000 divided into 140,000 Ordinary and 66,000 6% Cumulative Preference shares of £1 each.

ARTICLES OF ASSOCIATION

of

EXPAMET U.K. LIMITED

PRELIMINARY

- 1 (1) The regulations contained in Table A in the schedule to the Companies (Tables A to F) Regulations 1985 (hereinafter called "**Table A**") shall apply to the Company save insofar as they are varied or excluded by or are inconsistent with these Articles.
 - (2) Regulation 1 of Table A shall apply to the Company as if references in it to "these regulations" included references to these Articles; and these Articles shall also be interpreted as if the Interpretation Act 1978 applied to them in the same manner as, and to the same extent to which, it applies to Table A.
 - (3) In these Articles:-
 - (a) references to a power are to a power of any kind, whether administrative, discretionary or otherwise; and
 - (b) references to the seal are to the common seal (if any) of the Company and an official seal (if any) kept by the Company by virtue of Section 40 of the Act, or either of them as the case may require.
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- 2 Regulations 24, 54, 57, 64, 94 to 97 (inclusive) and 118 in Table A shall not apply to the Company

ALLOTMENT OF SHARES

- 3 Subject to the provisions of the Act and these Articles, the unissued shares in the Company shall be at the disposal of the directors, who may issue, offer, allot, grant options over or otherwise dispose of them to such persons and on such terms, subject to such rights or restrictions, as the directors think fit.
- 4 Sections 89(1) and 90(1) to 90(6) (inclusive) of the Act, in their application to allotments by the Company of equity securities, are hereby excluded.

SHARE CERTIFICATES

- 5 Regulation 6 in Table A shall apply to the Company as if the words "shall be sealed with the seal and" were omitted.

TRANSFER OF SHARES

- 6 Regulation 23 in Table A shall apply to the Company as if the instrument of transfer of any share shown in the Memorandum of Association to have been taken by a subscriber to it need not be executed by or on behalf of the transferee, even where the share is not fully paid.
- 7 The directors may in their absolute discretion and without giving any reason decline to register any transfer of any share, whether or not fully paid.

NOTICE OF GENERAL MEETINGS

- 8 Notice of every general meeting shall be given to all members (other than any who, under the provisions of these Articles or any restrictions attached to any shares, are not entitled to receive such notice) and to the auditors. The last sentence of Regulation 38 in Table A shall not apply to the Company.

PROCEEDINGS AT GENERAL MEETINGS

- 9 Where the Company has only one member, Regulation 40 in Table A shall apply to the Company as if the reference to two persons were a reference to one and the word "each" were omitted.

VOTES OF THE MEMBERS

- 10 Subject to any rights or restrictions attached to any shares, on a show of hands every member who is present in person or by proxy or (being a corporation) by a duly authorised representative shall have one vote (provided that if he is present in more than one capacity he shall not have more than one vote on a show of hands) and on a poll every member shall have one vote for every share of which he is the holder.

DELIVERY OF PROXIES

- 11 Regulation 62 in Table A shall apply to the Company as if, after the words "in a manner so permitted", there were inserted the words "or in such other manner as the directors may determine".

DIRECTORS

- 12 Unless otherwise determined by ordinary resolution the number of directors (other than alternate directors) shall not be subject to any maximum but, except where the Company has only one member, shall not be less than two.

APPOINTMENT, RETIREMENT AND REMOVAL OF DIRECTORS

- 13 Regulations 73 to 80 (inclusive) and the last sentence of Regulation 84 in Table A shall not apply to the Company.
- 14 A member or members holding a majority in nominal value of the issued shares in the Company may appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director, and may remove from office any director however appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members concerned or, in the case of a corporate member, by its duly authorised representative, and delivered to the office or tendered at a meeting of the directors or a general meeting of the Company.
- 15 The directors may appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.
- 16 The Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director and, without prejudice to the provisions of the Act, may by ordinary resolution remove a director from office.
- 17 The removal of a director under these Articles shall be without prejudice to any claim the director may have for breach of any contract of service between him and the Company.
- 18 No person shall be disqualified from being or becoming a director by reason of his attaining or having attained the age of 70 or any other age, nor shall it be necessary by reason of his age to give special notice under the Act of any resolution appointing, reappointing or approving the appointment of a director.

PROCEEDINGS OF DIRECTORS

- 19 A director who has duly declared his interest (so far as he is required to do so) may vote at a meeting of the directors or of a committee of the directors on any resolution concerning a matter in which he is interested, directly or indirectly. If he does, his vote shall be counted; and whether or not he does, his presence at the meeting shall be taken into account in calculating the quorum.
- 20 Where the Company has only one member and only one director, that director may exercise all the powers conferred on the directors by Regulation 70 in Table A or otherwise by virtue of these Articles, notwithstanding any restriction in Regulation 89 (as to the quorum for the transaction of the business of the directors) or Regulation 90 (as to the purposes for which a sole continuing director may act).

DIVIDENDS

- 21 Regulation 106 in Table A shall apply to the Company as if, after the words "to the order of" there were inserted the words "or to".

INDEMNITY

- 22 Subject to the provisions of the Act, but without prejudice to any indemnity to which a director may otherwise be entitled:-
- (a) every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability, loss or expenditure incurred by him in defending any proceedings, whether civil or criminal, which relate to anything done or omitted to be done or alleged to have been done or omitted to be done by him as an officer or auditor of the Company and in which judgement is given in his favour or in which he is acquitted, or incurred in connection with any application in which relief is granted to him by the Court from liability in respect of any such act or omission or from liability to pay any amount in respect of shares acquired by a nominee of the Company; and
 - (b) the directors may purchase and maintain insurance at the expense of the Company for the benefit of any director or other officer or auditor of the Company against any liability which may attach to him or loss or expenditure which he may incur in relation to anything done or omitted to have been done or alleged to have been done or omitted to be done as a director, officer or auditor.