

Company No. 00252009

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION
of
ALFA LAVAL FINANCE LIMITED**

(the "Company")

In accordance with the Company's Articles of Association, we, being all the members of the Company who would, at the date of this resolution, have been entitled to vote upon it as if it had been proposed at a general meeting at which we were present, pass the following resolution as a special resolution:

SPECIAL RESOLUTION

That the Articles of Association in the form of the draft attached to this written resolution be adopted as the new Articles of Association of the Company in replacement of the existing Articles of Association of the Company.

Signed: 

Name: Representative of ALFA LAVAL LIMITED

Date: 7th August, 2000

Signed: 

Name: ANTHONY JOHN MELHUISH

Date: 7th August, 2000



(No. 252009)

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

- of -

ALFA LAVAL FINANCE LIMITED

(adopted by written resolution
passed on 7th August 2000)

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

ALFA LAVAL FINANCE LIMITED

(adopted by written resolution passed on 7/8 August 2000*)

PRELIMINARY

1.1 In these Articles, any reference to:-

"the Act" means the Companies Act 1985, including any statutory modification or re-enactment thereof for the time being in force;

"Table A" means Table A set out in the schedule to the Companies (Table A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052);

"Regulation" means the appropriate regulation from Table A;

"Article" means the appropriate section of these Articles.

* The name of the Company was changed from The Alexander Separator Company Limited to Seldown Electronics Limited by a special resolution of the Company dated 16 October, 1974.

The name of the Company was changed from Seldown Electronics Limited to Alfa Laval Finance Company Limited by a special resolution of the Company dated 15 September, 1982.

The name of the Company was changed from Alfa Laval Finance Company Limited to Tetra Laval Finance Limited by special resolution of the Company dated 6 January, 1993.

The name of the Company was changed from Tetra Laval Finance Limited to Alfa Laval Finance Limited by special resolution of the Company dated 18 April, 1997.

- 1.2 The following are the Articles of the Company. For the avoidance of doubt Table A First Schedule, Companies Act 1908, Table A First Schedule, Companies Act 1929, Table A, Part II First Schedule, Companies Act 1948 and Table A Part I, First Schedule, Companies Act 1948 shall not apply to the Company. Table A applies to the Company, as amended or excluded by the following Articles.

ALLOTMENT OF SHARES

- 2.1 All shares of the Company shall be under the control of the directors who may (subject to section 80 of the Act and to these Articles) 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 Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

SHARES

- 3.1 The liability of any Member who has not paid a call shall be increased by the addition at the end of the first sentence of Regulation 18 of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

TRANSFER OF SHARES

- 4.1 For the avoidance of doubt, the directors shall not decline to register any transfer of shares, nor may they suspend the registration thereof, where such transfer is executed in favour of or by any bank or institution to whom such shares have been charged by way of security, or by any nominee or nominees of such bank or institution, pursuant to such security or a power of sale thereunder and a certificate by any official of such bank or institution if the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts.

GENERAL MEETINGS AND RESOLUTIONS

- 5.1 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 for the time being of the Company.
- 5.2 No business shall be transacted at any general meeting unless a quorum is present. Subject to Article 5.3 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.
- 5.3 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.
- 5.4 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.

- 5.5 Regulations 40 and 41 shall not apply to the Company.

WRITTEN RESOLUTIONS

- 6.1 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 save that this paragraph shall not apply to resolutions passed pursuant to sections 303 and 391 of the Act.
- 6.2 Any decision taken by a sole Member pursuant to Article 6.1 shall be recorded in writing and delivered by that Member to the Company for entry in the Company's Minute Book.

APPOINTMENT OF DIRECTORS

- 7.1 Regulation 64 shall not apply to the Company.
- 7.2 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution in general meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be one. If and for so long as the minimum number of directors is one, a sole director shall have authority to exercise all the powers and discretions expressed by Table A and by these Articles to be vested in the directors generally, and Regulation 89 shall be modified accordingly.
- 7.3 The directors shall not be required to retire by rotation and Regulations 73 to 80 (inclusive) shall not apply to the Company.
- 7.4 No person shall be appointed a director at any general meeting unless either:-
- (a) he is recommended by the directors; or
 - (b) not less than 14 nor more than 35 clear days before the date appointed for the general meeting, notice signed by a Member qualified to vote at the general meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed.
- 7.5 Subject to Article 7.4, the Company may by ordinary resolution in general meeting appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.
- 7.6 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 7.2 as the maximum number of directors and for the time being in force.
- 7.7 In any case where as the result of the death of a sole Member of the Company the Company

has no members and no directors the personal representatives of such deceased Member shall have the right by notice in writing to appoint a person to be a director of the Company and such appointment shall be as effective as if made by the Company in general meeting pursuant to Article 7.5.

BORROWING POWERS

- 8.1 The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to section 80 of the Act to grant any mortgage, charge or other security over its undertaking, property and uncalled capital, or any part thereof, and 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.

ALTERNATE DIRECTORS

- 9.1 An alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Regulation 66 shall be modified accordingly.
- 9.2 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.

DISQUALIFICATION OF DIRECTORS

- 10.1 The office of director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Regulation 81 shall be modified accordingly.

PROCEEDINGS OF DIRECTORS

- 11.1 A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
- 11.2 Regulations 94 to 97 (inclusive) shall not apply to the Company.
- 11.3 If the number of directors is greater than one, any director or member of a committee of the directors may participate in a meeting of the directors or such committee by means of a telephone conference or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

THE SEAL

- 12.1 If the 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 relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 shall not apply to the Company.
- 12.2 The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

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 or in connection with any application under section 144 or section 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.
- 13.2 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.
- 13.3 Regulation 118 shall not apply to the Company.