

Company Number: 438206

**THE COMPANIES ACTS 1948 TO 1976
THE COMPANIES ACT 1985**

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

HARTLEPOOL MANUFACTURING LIMITED

- 1 The name of the Company is "Hartlepool Manufacturing Limited".^{1 2 3 4 5}
- 2 The Registered Office of the Company will be situated in England.
- 3 The objects for which the Company is established are:
 - A To carry on the business of working in metal and as manufacturers of and dealers in metal lattice work and trellis work, and expanded metal and as manufacturers of and dealers in any articles and goods for which expanded metal is capable of being used, and as merchants and manufacturers of metal and ironmongery and dealers in raw materials of every description and as mechanical and electrical engineers and welders and to engage in the manufacture, sale and merchandising of welded and fabricated articles in metal, road traffic signs and advertising signs, illuminated guardposts, roadmarks and similar devices used in connection with the control and direction of vehicular traffic, lighting columns and fittings for street lighting, switchboxes, metal finishing, rustproofing and enamelling, and as consulting engineers and industrial designers, in the United Kingdom and abroad
 - B To carry on any other business similar to or complementary to the foregoing businesses or which in the opinion of the Company can be conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company
 - C To buy, take on lease or hiring agreement or otherwise acquire land or any other property, real or personal, moveable or immovable, or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company
 - D To take out, apply for and acquire by original grant or by transfer or assignment or otherwise letters patent, brevets d'invention, licences, concessions, secret processes and inventions and to use and exercise the same or to sell, assign and develop the same or grant licences in respect

¹ Name changed from Norman Oade Limited to Bergo Limited on 7 February 1972

² Name changed from Bergo Limited to The Expanded Metal Company (Mfg) Limited on 1 January 1980

³ Name changed from The Expanded Metal Company (Mfg) Limited to The Expanded Metal Company Limited on 1 July 1982

⁴ Name changed from The Expanded Metal Company Limited to Expamet Building Products Limited on 31 March 2006

⁵ Name changed from Expamet Building Products Limited to Hartlepool Manufacturing Limited on 13 July 2007

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thereof or otherwise turn the same to the advantage of the Company

- E To erect, construct, alter and maintain buildings, erections and works of all kinds, whether on the property of the Company or not
- F To invest the money of the Company in any manner that the Company may think fit
- G To enter into partnership or joint purse agreement with or to make any agreement or arrangement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof or to amalgamate with any such company, firm or person
- H To sell the whole or any part of the undertaking of the Company for cash, shares, debentures or any other consideration
- I To acquire by purchase or otherwise and either for cash, shares of debentures in the Company or any other consideration any other business or any interest therein which in the opinion of the Company may be conveniently or profitably combined with the business of the Company
- J 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
- K 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

- L To draw, make, accept, endorse, discount and negotiate, bills, notes, warrants and negotiable instruments of all kinds
- M To remunerate any company, firm or person for services rendered in the promotion of the Company or the issue or placing of the shares, stock, debentures, debenture stock or other obligations of the Company and to pay all expenses incurred in connection with such promotion or the creation, issue and placing of any such shares, stock, debentures, debenture stock or other obligation
- N To grant pensions to employees and ex-employees and Directors and ex-Directors or other officers or ex-officers of the Company their widows, children and dependants and to subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to or assist in the promotion of any charitable benevolent or public purpose or object
- O To promote or assist in the promotion of any company having objects similar to or complementary to the objects of the Company and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations of such company
- P To promote the Company's interests by advertising its products and services in any manner and in particular to give prizes or gifts to customers or potential customers and to promote or take part in competitions, displays and exhibitions.
- Q To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights
- R To do all or any other acts and things which in the opinion of the Company may be conducive or incidental to the objects of the Company
- S To do all such things in any part of the world either as principal or agent and either alone or in conjunction with any other person, firm or company
- T To carry on business as a general commercial company

All the foregoing objects shall be read and construed as separate and distinct objects and the generality of any such objects shall be abridged or cut down by reference to any other object of the Company

4 The liability of the members is limited

5 The share capital of the Company is £1,000 divided into 1,000 shares of £1 each with power to increase the capital and to consolidate and sub-divide the same The shares in the original or any increased capital may be divided into several classes, or there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, redemption, voting or otherwise

By a Special Resolution passed on the 19th day of May 1948 the capital of the Company was increased to £2,000 by the creation of 1,000 new shares of £1 each

By a Special Resolution passed on the 10th day of December 1951 the Capital of the Company was increased to £10,000 by the creation of 3,000 new Ordinary Shares of £1 each and 5,000 Redeemable Preference Shares of £1 each

By a Special Resolution passed on the 6th day of November 1964 the whole of the Preference Shares were converted into Ordinary Shares

By an Ordinary Resolution passed on the 4th day of August 1993 the capital of the Company was increased to £20,000 by the creation of 10,000 new Ordinary Shares of £1 each

ARTICLES OF ASSOCIATION

of

HARTLEPOOL MANUFACTURING LIMITED^{6 7 8 9 10}

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 in so far 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

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 (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

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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 reason, decline to register any transfer of any share, whether or not fully paid
- 7A Notwithstanding any of the other provisions of these Articles, the Directors must register any transfer of any share in the capital of the Company made pursuant to the terms of the guarantee and debenture granted by Expamet International Limited in favour of Bank of Scotland as agent and trustee for itself and for each of the Secured Parties (as defined therein) on 28 June 2001

NOTICE OF GENERAL MEETINGS

- 8 Notice of every general meeting shall be given to all members (other than any who, 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 the 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 which he is the holder.

DELIVERY OF PROXIES

- 11 Regulation 62 in Table A shall apply to the Company as if, after 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 of 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 provision 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 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 which relief is granted to him by the court from liability in respect of any such act 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 be done or alleged to have been done or omitted to be done as a director, officer or auditor