

Company No. 446036

THE COMPANIES ACT 1985

WRITTEN RESOLUTION

of

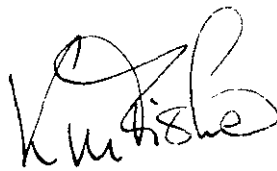
TRELLEBORG SEALING SOLUTIONS UK LIMITED

(Effective 11<sup>th</sup> May 2005)

The following resolution was duly agreed to by the sole member of the Company in accordance with section 381A of the Companies Act 1985 as a special resolution with effect from 11 May 2005:

SPECIAL RESOLUTION

- 1 THAT the articles of association of the Company be deleted in their entirety and the regulations contained in the document attached to this resolution and for the purpose of identification marked "A", be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.



CHAIRMAN



No. 00446036

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

of

TRELLEBORG SEALING SOLUTIONS UK LIMITED

adopted by Written Resolution dated

11th May 2005

1 **PRELIMINARY**

1.1 In these Articles:

**Table A** means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as at the date of adoption of these Articles;

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

**the Ultimate Parent** means Trelleborg AB (publ); and

**electronic communications** means the same as in the Electronic Communications Act 2000.

1.2 The regulations contained in Table A (the "**Regulations**") shall apply to the Company save in so far as they are excluded or modified by or inconsistent with the articles hereinafter contained and such regulations and articles shall be the articles of the Company.

1.3 Regulations 3, 24, 40, 41, 65-67 inclusive, 73-78 inclusive, 80-81 inclusive, 89, 90, 94, 118 and the last sentence of Regulation 84 shall not apply to the Company.

2 **SHARES**

2.1 The share capital of the Company is £10,050,000 divided into 10,050,000 shares of £1 each.

2.2 Each share in the capital of the Company shall rank pari passu in all respects including but not limited to voting rights, payment of dividend and the distribution of assets on a winding up.

- 2.3 Subject to the provisions of the Act, the Company may issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder on such terms and in such manner as the Company, before the issue of such shares, by special resolution shall determine.
- 2.4 The lien conferred by Regulation 8 of Table A shall attach to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of two or more joint holders and shall extend to all monies presently payable by him or his estate to the Company.

### **3 NOTICES**

- 3.1 In every notice calling a general meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not also be a member. All notices and other communications including electronic communications relating to a general meeting which any member is entitled to receive shall also be sent to the directors of the Company in their capacity as such notwithstanding that such directors may be absent from the United Kingdom. In the event that any such director is absent from the United Kingdom, such notice shall be served on him at such address as the director may notify to the Company from time to time or, if no such address is notified, at the registered office of the Ultimate Parent. Regulation 88 shall be modified accordingly.
- 3.2 It shall be necessary to give notice of a meeting of the directors or of a committee of directors to a director who is absent from the United Kingdom at such address as the director may notify to the Company from time to time. , If no such address is notified, the director will be deemed to have waived his right to receive notice of the meeting. Regulation 88 shall be modified accordingly.

### **4 TRANSFER OF SHARES**

The directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share whether or not it is a fully paid share.

### **5 PROCEEDINGS AT GENERAL MEETINGS**

- 5.1 No business shall be transacted at any meeting unless a quorum is present. One person, being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
- 5.2 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it 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. If at the adjourned meeting a

quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved.

- 5.3 It shall not be necessary to give any notice of an adjourned meeting and Regulation 45 of Table A shall be modified accordingly.
- 5.4 A poll may be demanded by the chairman or by any member present in person or by proxy and entitled to vote and Regulation 46 of Table A shall be modified accordingly.
- 5.5 Any corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.
- 5.6 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors (which for the avoidance of doubt may be a simple power of attorney) may be deposited at the registered office of the Company or, if the registered office is not the place of the meeting, at the place of the meeting immediately before the time for holding the meeting and Regulation 62 of Table A shall be modified accordingly.

## **6 DIRECTORS**

- 6.1 The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two.
- 6.2 A director need not hold any shares of the Company to qualify him as a director but he shall be entitled to receive notice of and attend at all general meetings of the Company.
- 6.3 The directors may in accordance with the rules of the Ultimate Parent's treasury department exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property and uncalled capital and subject to Section 80 of the Act, to issue debenture, debenture stock and other securities as security for any debt, liability or obligation of the Company or of any third party.
- 6.4 Without prejudice to the obligation of any director to disclose his interest in accordance with Section 317 of the Act, a director may vote as a director in regard to any contract, transaction or arrangement in which he is interested, or upon any matter arising thereout, and if he does so vote, his vote shall be counted and he shall be reckoned in calculating a quorum when any such contract, transaction or arrangement is under consideration.
- 6.5 The office of director shall be vacated if the director:
  - 6.5.1 ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director; or

- 6.5.2 becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - 6.5.3 in the opinion of all the other directors becomes incapable by reason of mental disorder or illness or injury of discharging his duties as director; or
  - 6.5.4 resigns his office by notice in writing to the Company; or
  - 6.5.5 leaves the service of the Ultimate Parent or its group of companies; or
  - 6.5.6 shall for more than six consecutive months have been absent without permission of the directors from meetings of the directors held during that period and the directors resolve that his office be vacated.
- 6.6 The Company may by ordinary resolution of which special notice has been given in accordance with Section 379 of the Act remove any director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the Company.
- 6.7 Without prejudice to the powers of the directors under Regulation 79 of Table A, the members, acting at the direction of the Ultimate Parent, may by memorandum in writing at any time and from time to time appoint any person who is willing to act as a director of the Company, either to fill a casual vacancy or as an additional director, or remove any director from office. Such memorandum must be signed by or on behalf of the Ultimate Parent and delivered to the Company's registered office or produced to a meeting of the directors. Such appointment or removal shall take effect forthwith upon delivery or production of the memorandum or at such later time (if any) specified in such memorandum.
- 6.8 A director appointed to fill a casual vacancy or as an additional director shall not retire from office at the annual general meeting next following his appointment and the last two sentences of Regulation 79 of Table A shall not apply to the Company.
- 6.9 No person shall be or become incapable of being appointed a director by reason only of his having attained the age of seventy or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person and no director shall vacate his office at any time by reason only of the fact that he has attained the age of seventy or any other age.
- 6.10 The continuing directors or a sole director may act notwithstanding any vacancies in their number but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of calling a general meeting.

- 6.11 The directors may delegate any of their powers to committees consisting of such one or more persons (whether directors or not) as they think fit. References in these articles to a committee of directors shall include a committee of persons as referred to in this article and references to a director as a member of such a committee shall include a person as so referred. Regulation 72 shall be modified accordingly.
- 6.12 Any director may participate in a meeting of the directors or of a committee of the directors by means of a conference telephone, video conference system or similar communications equipment whereby all persons participating in the meeting can hear and speak to each other. A person so participating shall be deemed to be present in person at such meeting and shall be entitled to vote or be counted in the quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.

## **7 THE SEAL**

A document signed by a director and the secretary of the Company, or by two directors of the Company, and expressed to be executed by the Company shall have the same effect as if the document were executed under the common seal of the Company.

## **8 INDEMNITIES**

Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, the Company may with the prior written consent of the General Counsel for the Ultimate Parent from time to time indemnify every director, auditor or other officer of the Company against all costs, charges, losses, expenses and liabilities 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 judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under Section 144(3) or (4) or Section 727 of the Act.