

Company No: 00453810

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

COPY RESOLUTION

of

LEE STEEL STRIP LIMITED

("Company")

PASSED ON 14 SEPTEMBER 2017

FRIDAY



A08 *A6F0GXOZ* 15/09/2017 #395
COMPANIES HOUSE

At an extraordinary general meeting of the Company duly convened and held on 14 September 2017 at Main Administration Block, PO BOX 161, Europa Link, Sheffield, South Yorkshire, S9 1TZ, the following resolutions were duly passed as special resolutions as indicated below:

SPECIAL RESOLUTIONS

1. **That** the articles of association of the Company be amended by deleting clause 5 and replacing it with the following:

5 Unless otherwise determined by ordinary resolution of the Company the number of Directors shall be not less than one.

2. **That** the articles of association of the Company be amended by inserting a new clause 12A as follows:

12A. The quorum for meetings of the Directors shall be fixed by the Directors and unless so fixed shall be one.

3. **That**, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out in paragraph 5 of the memorandum of association of the Company, which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association, is hereby revoked and deleted.

Alison Kinna
Director/Secretary

THE COMPANIES ACTS 1929 TO 1947

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

LEE STEEL STRIP LIMITED

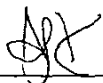
(as altered by Special Resolutions passed on the 25th day of June 1948, the 2nd day of June 1954 and the 19th day of December 1978)

1. The name of the Company is LEE STEEL STRIP LIMITED *
2. The registered office of the Company will be situate in England,
3. The objects for which the Company is established are: -
 - (1) To carry on the trades or businesses of manufacturers and merchants of steel, and all or any of the trades or businesses of iron masters, iron workers, iron founders, steel mockers, steel refiners, steel converters, wire drawers, brass founders, manufacturers, refiners and converters of and dealers in any other metals, minerals or mineral alloys, steam, gas, electrical, oil, petrol or other engines and metal goods and articles of all descriptions, metal polishers, coal merchants, quarry owners, metallurgists, smelters, tin-plate workers, mechanical engineers, brick makers and general merchants and factors. .
 - (2) To carry on any other business which may seem to the Company capable of being conducted directly or indirectly for the benefit of the Company.
 - (3) To acquire by any means any real or personal property or rights whatsoever, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.
 - (4) To improve, manage, develop, grant rights or privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
 - (5) To make experiments in connection with any business or proposed business of the Company and to experiment upon, test or improve any patents, inventions or rights which the Company may acquire or propose to acquire.
 - (6) To acquire and undertake the whole or any part of the business property and liabilities of any company or person carrying on or proposing to carry on any business which the Company is authorised to carry on or from which the Company might derive any direct or indirect benefit, or possessed of any property suitable for the purposes of the Company.



The Company was incorporated under the name "ARTHUR LEE & SONS (COLD STRIP) LIMITED" which was changed to the present name by Special Resolution passed on the 19th day of December, 1978.

- (7) To pay for any property or rights acquired by the Company and to remunerate any person either in cash or by the allotment of shares, debentures or other securities of the Company credited as fully or partly paid up, or otherwise.
- (8) To acquire and hold shares, debentures or other securities of any other company and otherwise invest and deal with the moneys of the Company.
- (9) To lend money or give credit to such persons on such terms as may seem expedient.
- (10) To borrow money and to secure by mortgage, charge or lien upon the whole or any part of the Company's undertaking and property (whether present or future), including its uncalled capital, the discharge by the Company or any other person of any obligation or liability.
- (11) To guarantee the performance of any obligation by any person whatsoever and to give such indemnities as may seem expedient.
- (12) To guarantee and support or secure whether by personal, obligation or covenant or by mortgaging or charging all or any part of the undertaking property and assets (present and future) and uncalled capital of the Company or by any one or more or all of such methods or by any other method the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of, and premiums, interest, dividends, and other moneys payable on or in respect of, any debentures, debenture stock, loan stock, shares or other securities, liabilities or obligations of any person firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a holding company as defined by Section 154 of the Companies Act 1948, of the Company, or another subsidiary of such holding company, or otherwise associated with the Company in business or through shareholdings, and to do any of the foregoing either with or without receiving any payment or other consideration or benefit therefor and either in connection with any other business, activity or transaction or as a business, activity or transaction by itself.
- (13) 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.
- (14) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time Directors or officers of or in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or any such subsidiary or of any company which is a predecessor in business of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons as aforesaid and to make payments for or towards the insurance of any such persons as aforesaid.
- (15) To establish and subsidise or subscribe money to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company or person as is mentioned in the immediately preceding paragraph of this clause and to make payments for any charitable, benevolent, public, general or useful Object.

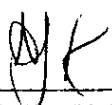


- (16) To enter into any arrangements with governments or authorities (supreme, municipal, local or otherwise) or any person or company that may seem conducive to the objects of the Company, or any of them, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with the same.
- (17) To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
- (18) To enter into any partnership or arrangement for sharing profits, co-operation or union of interest with any company or person engaged or interested in any business which the Company is authorised to carry on or from which the Company might derive any direct or indirect benefit.
- (19) To establish or promote, or join in the establishment or promotion of, any other company for the purpose of acquiring and undertaking the whole or any part of the business, property and liabilities of the Company or the promotion of which shall be calculated to benefit the Company and to acquire and hold any shares, debentures or other securities of any such company.
- (20) To amalgamate with any other company.
- (21) To dispose by any means of the whole or any part of the undertaking or property of the Company.
- (22) To distribute any of the Company's property among the members in specie.
- (23) To cause the Company to be registered or recognised in any part of the world.
- (24) To do all or any of the above things in any part of the world, and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and by or through agents, trustees, sub-contractors or otherwise.
- (25) To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them.

And it is hereby declared that:-

- (A) the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere; and
- (B) each of the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be an independent main object and be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the Members is limited.



We, the several persons whose names, addresses and descriptions are subscribed hereto, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber.
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F. M. BAXTER
118, Old Broad Street,
London EC2
Clerk.

One

M. I. WORDLEY,
118, Old Broad Street
London, E.C. 2.
Clerk

One

Two

Dated this 30th day of April, 1948

WITNESS to the above Signatures:

RAYMOND SHINGLES
118, Old Broad Street
LONDON S.C. 2.
Solicitor.

