

THE COMPANIES ACT 1985

Company No. 653012

PRIVATE COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION OF

WIGGINS PLANT LIMITED

(Adopted by Special Resolution passed 18th August 1986)

PRELIMINARY

1. The regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 (such Table being hereinafter referred to as "Table A") shall, except as hereinafter provided and except insofar as the same are inconsistent with these Articles, apply to the Company. The following regulations of Table A shall not apply to the Company, namely:- 24, 35, 41, 46, 47, 53, 64, 65, 66, 67, 68, 69, 73, 74, 75, 76, 77, 87, 94, 95, 96, 97 and 98.

2. The Company is a private company and accordingly:-

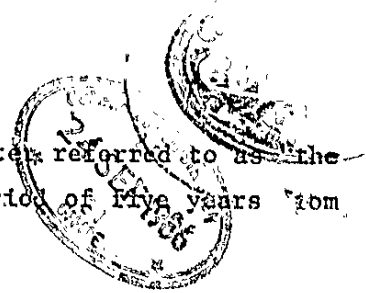
(i) any offer to the public (whether) for cash or otherwise) of any shares in or debentures of the Company is prohibited; and

(ii) any allotment or agreement for the allotment (whether for cash or otherwise) of any shares in or debentures of the Company with a view to all or any of those shares being offered for sale to the public is prohibited.

3. Whenever Headcrown Limited (Company No. 1455303) or any subsidiary of Headcrown Limited shall be the holder of a majority of the issued ordinary shares in the capital of the Company Headcrown Limited shall be treated for the purposes of these Articles as "the Majority Holder".

SHARES

4. The Board of Directors of the Company (hereinafter referred to as "the Board") is unconditionally authorised during the period of five years from



the date of the adoption of these Articles to allot grant options over or otherwise dispose of such (if any) of the shares of the Company as remain to be issued and to such persons (whether or not members of the Company), for such consideration, on such terms, in such manner and at such times as it considers appropriate, up to the amount of the authorised share capital of the Company existing at the date of the adoption of these Articles. Any shares which the Board is not entitled to deal with under the foregoing provisions of this Article may, with the authority of a Special Resolution passed by the Company in general meeting be dealt with by the Board, who may allot, grant options over or otherwise dispose of the said shares to such persons (whether or not members of the Company), for such consideration, on such terms in such manner and at such times as it considers appropriate during a period not exceeding five years from the date of the passing of such Special Resolution. To the extent permitted by Section 91(1) of the Companies Act 1985, Sections 89(1) and 90(1) to (6) of the Companies Act 1985 are hereby excluded from applying to the Company. Provided always that, save as permitted by law, nothing in this Article shall authorise the allotment or issue of shares in the Company at a discount.

LIEN

5. The lien conferred by Regulation 8 of Table A shall attach to all shares, whether fully paid or not, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 in Table A shall be modified accordingly.

TRANSFER OF SHARES

6. (A) Except with the prior consent in writing of the Majority Holder no share or interest in any share (whether or not a beneficial interest) may at any time be transferred (whether pursuant to a testamentary disposition or otherwise) to any person whether or not such person is a member of the Company.

(B) The Board may, in its absolute discretion and without assigning any reason therefor, decline to register any transfer of any share (whether fully paid or not) to a person who is not already a member of the Company.

(C) The instrument of transfer of any share need not be signed by or on behalf of the transferee but shall be executed by or on behalf of the transferor who shall be deemed to remain a holder of the share until the name of the transferee is entered in the register or members in respect thereof. Regulation 23 of Table A shall be modified accordingly.

PURCHASE OF OWN SHARES

7. Subject to compliance with all legal requirements and to the provisions of these Articles, the Company may exercise all the powers conferred by law to purchase by agreement its own shares (including, without limitation, any redeemable shares) upon such terms and in such manner as the Board shall think fit including in particular the making of a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

PROCEEDINGS AT GENERAL MEETINGS

8. A quorum shall not be treated as present unless the Majority Holder is present throughout the meeting by its authorised representatives. Regulation 40 of Table A shall be amended accordingly. If a quorum is not present within half an hour from the time appointed for any General Meeting or if during any such Meeting a quorum ceases to be present (other than by reason of the temporary absence of any person or persons) the Meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting the members present shall be a quorum.

9. At any General meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any member present in person or by proxy and entitled to a vote. Unless a poll be so demanded a declaration by the Chairman that a resolution has

on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the Book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

10. A resolution in writing signed by the holders of not less than 90 per cent in aggregate of the issued shares in the Company shall be as effective as if the same had been duly passed at a General Meeting and may consist of several documents in the like form, each signed by one or more persons. In the case of a corporation the resolution may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative.

DIRECTORS

11. The maximum number of Directors shall be seven or such other number as the Company may from time to time by Special Resolution determine. The Directors of the Company on the date of the adoption of these Articles of Association shall be:-

E A Brian	J Newby
	G C Piper
	S F Chapman

of whom the person named in the first column shall be deemed to have been appointed as the representative of the Majority Holder.

12. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

13. Subject to the provisions of Section 317 of the Companies Act 1985 a Director may contract with and participate in the profits of any contract transaction or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract transaction or arrangement, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

14. The Board may dispense with the keeping of attendance books for meetings of the Board or of committees of the Board. Regulation 100 of Table A shall be modified accordingly.

15. The Board may with the proper consent in writing of the Majority Holder exercise the powers of the Company to grant pensions, gratuities or allowances to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business, or the relatives, connections or dependants of any such persons, and to establish, maintain or support associations, institutions, clubs, funds and trusts which are considered or calculated to benefit any such persons or otherwise advance the interests of the Company or of its members.

16. In addition to the circumstances provided for by Regulation 81 of Table A, the office of a Director shall be vacated if the Director is removed from office pursuant to Article 25 below. Regulation 81 shall be extended accordingly.

17. Unless the Majority Holder shall have consented in writing expressly for the purpose of any particular meeting of the Board the quorum for such meeting shall throughout the meeting include at least one Director appointed or deemed to have been appointed as a representative of the Majority Holder.

Regulation 89 of Table A shall be modified accordingly.

BORROWING POWERS

18. The Board may with the prior consent of the Majority Holder exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and subject to Section 80 of the Companies Act 1985 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.

19. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

- (a) every member;
- (b) the auditor for the time being of the Company;
- (c) the Directors of the Company and their alternates.

No other person shall be entitled to receive notices of general meetings. The last paragraph of Regulation 38 of Table A shall not apply.

ALTERNATE DIRECTORS

20. (A) Any Director may at any time by writing under his hand and deposited at the registered office of the Company or delivered at a meeting of the Board, appoint any person to be his alternate Director and may in like manner at any time terminate such appointment. Such appointment, unless previously approved by the Board in writing, shall have effect only upon and subject to being so approved. The appointment of another Director of the Company as an alternate Director shall not require such approval but shall cease to be effective after such Director ceases to hold the office of Director unless so approved. The same person may be appointed the alternate Director of more than one Director. The vote or votes of an alternate Director shall be in addition to any vote or votes he may have in his own right.

(B) The appointment of an alternate Director shall ipso facto determine on the happening of any event which if he were a Director should cause him to vacate such office or if his appointor ceases to be a Director (retirement at any General Meeting at which the Director is re-elected being for such purpose disregarded).

(C) An alternate Director (except when absent from the United Kingdom) shall be entitled to receive notices of meetings of the Board and of any committee of the Board of which his appointor is a member and shall be entitled to attend and vote as a Director at any such meeting at which his appointor is not personally present and generally at such meeting to perform all functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director. If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill-health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An

alternate Director shall be entitled to receive notice of and attend General Meetings of the Company and to speak at any General Meeting at which his appointor is not personally present.

(D) An alternate Director shall be entitled to contract and be interested in and benefit from contracts, transactions or arrangements and to be repaid expenses and to be indemnified to the same extent *mutatis mutandis* as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration except only 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.

DIVIDENDS

21. Dividends may with the prior consent in writing of the Majority Holder be declared or paid in respect of any one class or sub-class of share without any obligation to declare or pay any dividend on any other class or sub-class of share.

INDEMNITY

22. Subject to the provisions of and so far as may be permitted by the Act, every Director, Auditor, Secretary or other officer of the Company shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto. Regulation 118 of Table A shall be extended accordingly.

OVER-RIDING PROVISIONS

23. The following provisions shall apply and to the extent of any inconsistency shall have over-riding effect as against all other provisions of these Articles of Association:-

(A) the Majority Holder may at any time and from time to time appoint any person to be a Director (designating whether or not he is to be treated as a representative of the Majority Holder) notwithstanding any limitation on the number of Directors herein contained or remove from office any

Director howsoever appointed but so that his removal from office shall be deemed to be an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company;

(B) no Director shall be appointed or shall be removed without the prior consent of the Majority Holder;

(C) no remuneration fees or other benefits payable to any Managing Director or Director of the Company shall be fixed without the prior consent of the Majority Holder;

(D) no unissued shares shall be allotted, issued or agreed to be allotted, issued or put under option or otherwise disposed of without the prior consent of the Majority Holder;

(E) any or all powers of the Board or any of the Directors shall be restricted in such respect and to such extent as the Majority Holder may by notice to the Company from time to time prescribe; and

(F) at all meetings of the Board or its committees the votes exercisable by the representative or representatives of the Majority Holder shall be pro tanto increased (votes where necessary being divided equally between them and fractions of votes being permitted) so that they shall together be entitled to one more vote than the number of votes exercisable by all the other Directors together.

Any such appointment, removal, consent or notice and any other consent given for the purposes of these Articles of Association shall be in writing served on the Company and signed on behalf of the Majority Holder by any two of its Directors or by any one of its Directors and its Secretary or some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Board or any of the Directors have been in any restricted hereunder or as to whether any requisite consent of the Majority Holder has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the

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incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.

LEGAL PERSONAL REPRESENTATIVES

24. For the purposes of these Articles of Association the expression "legal personal representatives" shall include a person entitled to apply for a grant of representation either by reason of such person being named as an executor in the will of such holder or by reason of such person being one of the class of persons entitled to apply or which would be entitled to apply for a grant in respect of such holder's estate under the Non-contentious Probate Rules 1954 (as amended, extended, replaced or re-enacted from time to time) in accordance with the list of priorities.