

THE COMPANIES ACTS 1948 TO 1976

Company Limited by Shares

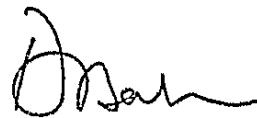
SPECIAL RESOLUTION OF CASTELL SAFETY INTERNATIONAL LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held on the 29th day of September 1980 the following resolution was duly passed as a Special Resolution:

Special Resolution

That the provisions and regulations as set out in the Memorandum and Articles of Association be and are hereby deleted and new Memorandum and Articles of Association be and are hereby adopted in the form of the printed documents produced to and approved by the Meeting.

Dated: 29th September 1980



Chairman



No. 671388

THE COMPANIES ACTS 1948

COMPANY LIMITED BY
SHARES

MEMORANDUM AND ARTICLES
OF ASSOCIATION

OF

CASTELL SAFETY INTERNATIONAL LIMITED



THE COMPANIES ACTS 1948

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

CASTELL SAFETY INTERNATIONAL LIMITED*

1. The name of the Company is Castell Safety International Limited*
2. The Registered Office of the Company will be situated in England.

adopted by
Special
Resolution
on September
9th 1980

3. The objects for which the Company is established are:
(A)
(i) To act as an investment and holding company and to deal in shares securities stocks debentures of any description issued by any person or body; to act as bankers financiers brokers agents lessors secretaries consultants factors trustees and nominees; to undertake guarantee and indemnity business and generally to carry on financial monetary or commercial activities of all kinds and provide services of any nature;
(ii) To carry on business as exporters importers suppliers manufacturers distributors engineers designers consultants warehousemen carriers installers repairers printers publishers managers advisors builders agents developers contractors and generally to undertake industrial and trading transactions of any description.

*The name of the Company was changed from Castell Locks Limited on September 20th 1980.

- (B) To carry on any other business whatsoever which can in the opinion of the directors be advantageously or conveniently carried on by the Company by way of extension of or in connection with any business which the Company is authorised to carry on or is calculated directly or indirectly to develop any business which the Company is authorised to carry on or to increase the value of or turn to account any of the Company's assets property or rights.
- (C) To pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.
- (D) To acquire the whole or any part of the business property and liabilities of any company or person possessed of property suitable for the purposes of the Company or carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company and to undertake and carry on or to liquidate and wind up any such business.
- (E) To acquire and hold any shares stock securities or debentures of or other investments in any company having objects wholly or in part similar to those of the Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.
- (F) To purchase take on lease exchange hire or otherwise acquire for any estate or interest any real or personal property and any rights and privileges for any purpose in connection with any business which the Company is authorised to carry on.

- (G) To apply for take out purchase or otherwise acquire and maintain any designs trade marks patent rights inventions copyrights or secret processes and any other intangible property and to use exercise develop grant licences in respect of or otherwise turn to account any such property rights and information.
- (H) To build construct maintain alter enlarge pull down remove or replace any buildings works plant and machinery for any purpose in connection with any business which the Company is authorised to carry on.
- (I) To receive money on deposit or loan with or without allowance of interest thereon and to borrow raise or secure the payment of money by mortgage charge or lien or by the issue of debentures or debenture stock perpetual or otherwise or in any other manner either with or without security and to charge all or any of the property or assets of the Company whether present or future including its uncalled capital to support any obligation of the Company or any other company or person and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (J) To invest and turn to account any monies in the acquisition or upon the security of any real or personal property of any kind whatsoever or by placing the same on deposit or in any other manner.
- (K) To draw make accept indorse negotiate discount execute and issue promissory notes bills of exchange bills of lading warrants debentures and other negotiable or transferable instruments.
- (L) To advance and lend money with or without security and to guarantee the performance of the contracts or

obligations or repayment of capital and the principal of and dividends interest or premiums payable on any stock shares securities or debentures of or other investments in any company 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 154 of the Companies Act 1948) or another subsidiary (as defined by that section) of the Company's holding company and to give all kinds of indemnities.

- (M) To pay for any property rights or easements acquired by the Company either in cash or in exchange for any stock shares securities or debentures of or other investments in any company as the directors may think fit or otherwise and to accept any stock shares securities debentures of or other investments in any company or otherwise as the directors may think fit in payment or part payment of any obligation of any company.
- (N) To vest any real or personal property rights or interests acquired by or belonging to the Company in any company or person on behalf or for the benefit of the Company and with or without any declared trust in favour of the Company.
- (O) To sell lease grant licences easements and other rights over and in any other manner dispose of the undertaking property assets rights and effects of the Company or any part thereof for such consideration as the directors may think fit.
- (P) To distribute in specie among the members of the Company any property of the Company.
- (Q) To surrender or claim group relief and make payments for group relief for the purposes of corporation or

any other tax and to surrender or claim or make payments in respect of any other like or similar relief and to enter into and carry into effect any agreement for such purposes.

- (R) To establish or promote or concur in establishing or promoting any company for the purposes of acquiring the whole or any part of the property business or undertaking of the Company or for furthering any of the objects of the Company and to acquire and hold any shares stock securities or debentures of or other investments in any such company and to issue place underwrite or guarantee the subscription for or concur in issuing placing underwriting or guaranteeing the subscription for any share stock securities or debentures of or other investments in any company whatsoever.
- (S) To enter into and carry into effect any agreement or arrangement for the sharing of profits or for the conduct of any business of the Company in association with or through the agency of any other company or person or any joint adventure reciprocal concession or other agreement of a like nature with any company or person.
- (T) To amalgamate with any other company the objects of which include the carrying on of any business which the Company is authorised to carry on and to re-construct the Company in any manner authorised by any legislation for the time being in force.
- (U) To take all necessary or proper steps in parliament or with the authorities national local municipal or otherwise of any place in which the Company may have interests and to carry on any negotiations or operations for the purpose of furthering the interests of the Company or effecting any modification in the constitution of the Company or furthering the interests of its members and to oppose any steps taken by any

other company or person which may be considered likely directly or indirectly to prejudice the interests of the Company or its members and to procure the registration or incorporation of the Company in or under the laws of any place outside England.

- (V) To subscribe or guarantee money for any national charitable benevolent public general or useful object or for any purpose which in the opinion of the directors is likely directly or indirectly to further the objects of the Company or the interests of its members.
- (W) To grant pensions or gratuities to and provide for the welfare of any persons who are or at any time have been employees officers or directors of the Company or its predecessors in any business of the Company or of any company in which the Company is in any way interested or the families relations connections or dependants of any such persons and to establish or support associations institutions clubs funds and trusts which may be considered likely to benefit any such persons or otherwise advance the interests of the Company or of its members and to make payments towards insurances to institute or contribute to pension schemes and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees and to lend money to the Company's employees to enable them to purchase shares in the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees (including officers and directors) or any of them.
- (X) To undertake and carry on the office or offices and duties of trustee custodian trustee executor administrator liquidator receiver attorney or nominee

of or for any company or person scheme trust fund government state municipal or other body politic and to undertake and execute any trust or discretion and to distribute amongst the beneficiaries pensioners or other persons entitled thereto any income capital or annuity whether periodically or otherwise and whether in money or specie in furtherance of any trust discretion or other obligation or permission.

(Y) To do all or any of the things and matters aforesaid in any part of the world and either as principals agents independent contractors trustees or otherwise and by or through trustees agents or otherwise and either alone or in conjunction with others.

(Z) To do all such other things as the directors may think incidental or conducive to the above objects or any of them.

The objects set forth in any sub-clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause but the Company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

Where the context so admits the phrase "company" or person" shall be deemed to include any body corporate or unincorporate association firm company or person and the word "company" shall be deemed to include any body corporate or unincorporate.

4. The liability of the members is limited.

5. The share capital of the Company is £10,000 divided into 10,000 shares of £1 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

WE,

the several persons whose names and addresses and descriptions are subscribed, 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 Sub- scriber
Denis Parker Castell, (Electrical Engineer), "Tudor House", Linksway, Northwood, Middlesex.	ONE
Annie Louise Castell (Widow), 26 Elm Park Court, Pinner, Middlesex.	ONE

DATED this 19th day of September 1960

WITNESS to the above Signatures:-

D.P. Ward,
(Engineer),
14 Garfield Road,
Lavender Hill,
London SW11.

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

A R T I C L E S O F

A S S O C I A T I O N

- o f -

CASTELL SAFETY INTERNATIONAL LIMITED

PRELIMINARY

1. The regulations contained in or incorporated by Part II of Table A ("Table A, Part II") in the First Schedule to the Companies Act 1948 ("the Act") shall, save insofar as they are varied or excluded either expressly or by implication hereby, apply to the Company.

2. Regulations numbered 3, 22, 24, 53, 75, 76, 77, 79, 84(2), 84(4), 88 to 94 (inclusive), 97, 99, 106 to 109 (inclusive), 126 and 136 of Part I of Table A ("Table A, Part I") in the First Schedule to the Act shall not apply to the Company and save as aforeaid the remaining regulations of Table A, together with the following regulations shall constitute the Articles of Association of the Company.

SHARES

3. The shares in the capital of the Company shall be at the disposal of the directors who may allot or otherwise dispose of them subject to regulation 2 in Table A, Part II to such persons at such times and generally on such terms and conditions as they think proper, provided that no shares shall be issued at a discount except as provided by Section 57 of the Act.

4. Subject to section 58 of the Act any preference shares may be issued upon terms that they are, or at the option of the Company are liable, to be redeemed.

LIEN

5. The lien conferred by regulation 11 of Table A, Part I, shall extend to fully paid shares, and to all shares registered in the name of any person indebted or under liability to the Company, whether such person shall be the sole registered holder or one of several joint holders.

CALLS ON SHARES

6. In regulation 15 of Table A, Part I, the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be omitted.

TRANSFER OF SHARES

7. Every instrument of transfer must be in writing in any usual or common form or in any other form acceptable to the directors and must be signed by or on behalf of the transferor and (except in the case of fully paid shares) by

or on behalf of the transferee. The transferor shall be deemed to remain the holder of the shares concerned until the name of the transferee is entered in the register of members in respect thereof.

PROCEEDINGS AT GENERAL MEETINGS

8. If at any general meeting any votes shall be counted which ought not to have been counted or might have been rejected, or if any votes shall not be counted which ought to have been counted, the error shall not affect the result of the relevant resolution unless it be pointed out at the same meeting and not in that case unless it shall, in the opinion of the Chairman of the meeting be of sufficient magnitude to affect the result of the relevant resolution.

9. Subject to the provisions of the Act, a resolution in writing signed or approved by letter or telex by all the members of the Company or all the holders of a class of shares (as the case may be) for the time being entitled to vote on the relevant resolution shall be as valid and effective as if it had been passed at a general meeting of the Company or a separate meeting of such class (as the case may be) duly convened and held and when signed or approved as aforesaid may consist of several documents each signed by one or more of the persons aforesaid or their attorneys and signature in the case of a member which is a body corporate shall be sufficient if signed by any one director thereof. Regulation 5 of Table A Part II shall not apply.

DIRECTORS

10. Unless the Company in general meeting otherwise determines the number of directors shall not be less than two. The quorum for meetings of the directors shall be determined by the directors from time to time and failing such determination two directors present in person or by an alternate shall constitute a quorum but one alternate representing two directors shall not constitute a quorum.

11. A director (and an alternate director) present at any meeting of the directors or committee of the directors shall not be required to sign his name in a book. Regulation 86 of Table A Part I shall be modified accordingly.

12. Any director may appoint any other director or any person approved by a majority of the remaining directors (such approval not to be unreasonably withheld) to be his alternate to attend and vote in his place at all meetings at which such director is not personally present. An alternate director shall, ipso facto, vacate his office if and when his appointor ceases, for whatever reason, to be a director or when his appointor revokes his appointment. Any such appointment or revocation shall be in writing signed by the director making the same and shall (subject to approval as aforesaid) be effective on delivery to the registered office of the Company or to the Chairman of any meeting. An alternate director shall have a separate vote for each director he is representing and if the alternate director is himself a director, such vote or votes shall be in addition to his own vote. An alternate director shall be an officer of the Company and shall not be deemed to be the agent of the director appointing him. Any remuneration of an alternate director shall be payable out of the remuneration payable to the director appointing him.

13. A director and an alternate director need not be members of the Company but nevertheless shall be entitled to attend and speak at any general meeting of the Company.

14. The remuneration of the directors shall be such sum (if any) as is from time to time determined by the Company in general meeting and shall be deemed to accrue from day to day. The directors (including alternate directors) shall be entitled to be repaid by the Company all such reasonable travelling, hotel and incidental expenses as they may properly incur in attending and returning from meetings of the directors or any committee of the directors or general

meetings of the Company or otherwise in or about the business of the Company.

15. Notwithstanding Section 185 of the Act, a person who has attained the age of seventy shall be capable of being appointed or elected a director and a director shall not be required to vacate his office at the conclusion of the annual general meeting commencing next after he attains that age.

16. In regulation 95 of Table A, Part I, the words "Any director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the directors who are to retire by rotation at such meeting" shall be omitted.

17. The Company may by extraordinary resolution remove any director before the expiration of his period in office and may by an ordinary resolution appoint any person to be a director whether in place of a director removed as aforesaid or under regulation 96 of Table A, Part I, or to fill a casual vacancy or as an additional director.

18. Any person or persons for the time being holding a majority of the ordinary shares of the Company in issue may from time to time by notice to the Company remove from office any or all of the directors and may in like manner appoint any person or persons as a director or directors of the Company. Any such notice must be in writing under the hand or hands of the holder or holders of such majority and in the case of a body corporate may be signed by any one of its directors and shall take effect on and from the time at which it is received at the registered office of the Company.

BORROWING POWERS

19. The directors may 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 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 including 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 154 of the Act) or another subsidiary (as defined by that Section) of the Company's holding company and to give all kinds of indemnities.

POWERS AND DUTIES OF DIRECTORS

20. A director (including an alternate director) may vote as a director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout and he shall be included in determining the quorum for any meeting at which such contract arrangement or matter is considered.

DISQUALIFICATION OF DIRECTORS

21. The office of a director shall be vacated if the director:-

- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (b) becomes prohibited by law from being a director; or
- (c) becomes incapable by reason of mental disorder within the meaning of the Mental Health Act 1959 of discharging his duties as a director; or

- (d) resigns his office by notice in writing to the Company; or
- (e) absents himself from meetings of the directors during a continuous period of six months without leave of absence from the directors and within three months they resolve that by reason of such absence he vacates his office, or
- (f) is removed from office in any manner authorised by these Articles

PROCEEDINGS OF DIRECTORS

22. A resolution in writing signed or approved by letter telex or cable by each director or his alternate who was at the relevant time present in the United Kingdom and entitled to notice of meeting of the directors shall be as valid and effective as if it had been passed at a meeting of the directors duly convened and held and when signed may consist of several documents in a like form each signed by one or more of the persons aforesaid.

EXECUTIVE DIRECTORS

23. The Board of directors may from time to time appoint one or more of their number to be the holder of any executive office including but not limited to that of managing director joint managing director or assistant managing director for such period and on such terms as they think fit but so that no executive director shall be invested with any powers which the board of directors itself could not have exercised. The remuneration of an executive director may be of any description and may include admission to or continuance of membership of any scheme or fund instituted or financed or contributed to by the Company for the provision of pension, life assurance or other benefits for employees or their dependants or the payment of a pension or other benefits to

him or his dependants on or after retirement or death irrespective of membership of any such scheme or fund. An executive director shall subject to the provisions of any contract between him and the Company be subject to the same provisions as to removal as the other directors of the Company and if he ceases for any reason to hold the office of director his appointment as executive director shall automatically determine provided that such determination shall be without prejudice to any claim he may have for damages for breach of any contract between him and the Company.

CAPITALISATION OF RESERVES

24. The Company in general meeting may upon the recommendation of the directors resolve that any sum for the time being standing to the credit of any of the Company's reserves (including any capital redemption reserve fund or share premium account) or to the credit of profit and loss account be capitalised and applied on behalf of the members who would have been entitled to receive the same if the same had been distributed by way of dividend and in the same proportions either in or towards paying up the amounts for the time being unpaid on any shares held by them respectively or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to such sum such shares or debentures to be allotted and distributed credited as fully paid up to and among such holders in the proportions aforesaid or partly in one way and partly in another. Provided that unless otherwise resolved by the Company in general meeting any shares to be issued pursuant to this regulation shall carry the same rights as the shares in respect of which such new shares are issued. Provided further that the only purpose for which sums standing to the credit of any capital redemption reserve fund or share premium account may be applied pursuant to this regulation shall be the payment up in full of unissued shares to be allotted and distributed as aforesaid.

INDEMNITY

25. Every director or other officer of the Company shall be entitled to 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. 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 consequence of the execution of the duties of his office or in relation thereto. This regulation shall only have effect in so far as its provisions are not rendered void by Section 205 of the Act.