

No. 932159

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
KVAERNER SERVICES LIMITED**

(Incorporated 16th May 1968)

Certified a true copy of the Memorandum & Articles of Association
of Kvaerner Services Limited,

Rufus Laycock

Rufus Laycock
Company Secretary

Registered Office:
St. James's House
23 King Street
London SW1Y 6QY



Memorandum of Association

OF

KVAERNER SERVICES LIMITED

(formerly Trafalgar House Services Limited, Trafalgar House Group Services Limited, T.H.I. Group Services Limited, Trocoll Ideal Cementation Group Services Limited and Trocoll Ideal Services Limited)

1. The name of the Company is "KVAERNER SERVICES LIMITED"
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (a) To carry on the business of providers of professional and non-professional, technical, secretarial, clerical, accounting, artistic and creative design, research and administrative services, and to provide houses, flats, offices, garage and other premises either furnished or unfurnished, required or suitable or convenient for the carrying on of the business of professional practices of any nature whatsoever, and to act as secretaries and agents, commercial or otherwise, managers, office managers, or managing agents for any company, corporation, partnership or person or persons, and to undertake any duties in relation to the management of or the provision of requisites or facilities for any business or professional practices carried on by any company, corporation, partnership, person or persons, of any kind whatsoever, and to manufacture buy, sell and deal in, plant, machinery, tools, implements, materials, articles, and things of all kinds necessary or useful for carrying on the foregoing business or any of them or likely to be required by customers of or persons having dealings with the Company.
 - (b) To carry on any other business which may seem to the Company capable of being conveniently carried on in

connection with any business which the Company is authorised to carry on or may seem to the Company calculated directly or indirectly to benefit the Company, or to enhance the value of or render profitable any of the Company's properties or rights.

(c) To acquire and carry on all or any part of the business or property and to undertake any liabilities of any person or company possessed of property suitable for any of the purposes of the Company, or carrying on any business which the Company is authorised to carry on, and upon any terms and for any consideration, and in particular for cash or in consideration of the issue of shares, securities or obligations of the Company.

(d) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(e) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, rights or privileges which the Company may think suitable or convenient for any purposes of its business and to erect, construct and equip buildings and works of all kinds.

(f) To apply for, purchase or otherwise acquire any patents, licences, and like rights, conferring an exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the rights and information so acquired.

(g) To purchase, subscribe for or otherwise acquire, and to hold the shares, securities or obligations of any company in the United Kingdom or elsewhere.

(h) To invest the moneys of the Company in or upon such shares, securities and investments and in such manner as may from time to time be determined.

(i) To borrow or raise or secure the payment of money in such manner and upon such terms as the Company may think fit, and to enter into any guarantee, contract of indemnity or suretyship whether by personal covenant or otherwise, and in particular but without limiting the generality of the foregoing to guarantee the payment of any money secured by or payable under or in respect of any shares, debentures, charges, contracts or securities or obligations of any kind of any person, firm, authority or company, British or foreign, including in particular but without limiting the generality of the foregoing, any company which is, (within the meaning of Section 154 of the Companies Act, 1948, or any statutory re-enactment or modification thereof) in relation to the Company a subsidiary or a holding company or a subsidiary of any such holding company, and to give or to agree to give any indemnity against or in respect of or in relation to any contract, obligation, debt or liability of any nature whatsoever which may be entered into or owing or incurred by any such person, firm, authority or company as aforesaid including in particular but without limiting the generality of the foregoing any contract, obligation, debt or liability entered into or owing or incurred by any company which is (within the meaning of the said Section 154 or any statutory re-enactment or modification thereof) in relation to the Company a subsidiary or a holding company or a subsidiary of such holding company, or entered into with or owing to or in favour of any customer of or person dealing in any way with any such company as aforesaid, or entered into or incurred at the request of or for the benefit of, or in connection with the activities of, any such company as aforesaid, and for any of the purposes aforesaid to mortgage or charge the undertaking and all or any part of the property and assets of the Company both present and future, including uncalled capital, and to create and issue redeemable debentures or debenture stock, bonds or other obligations.

(j) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or of any other person or company having dealings with the Company, or in whose business or undertaking the Company is interested.

(k) To draw, make, accept, indorse, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants and other negotiable or transferable instruments.

(l) To lend money to such persons, upon such terms and subject to such conditions as may seem expedient.

(m) To sell, let, develop, dispose of or otherwise deal with the undertaking of all or any part of the property of the Company, upon any terms, with power to accept as the consideration any shares, securities or obligations of or interest in any other company.

(n) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company and the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting shares, debentures, debenture stock, securities or obligations.

(o) To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, and to obtain from any such government or authority any rights, concessions and privileges that may seem conducive to the Company's objects or any of them.

(p) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension, provident 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 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 with any such subsidiary company or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe 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 as aforesaid or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition, or for any public general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

- (q) To promote any company or companies for the purpose of its or their acquiring all or any of the property, rights and liabilities of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company and to pay all the expenses of or incidental to such promotion.
- (r) To amalgamate with any other company.
- (s) To distribute any of the Company's property or assets among the members in specie.
- (t) To cause the Company to be registered or recognised in any foreign country.
- (u) To do all or any of the above things in any part of the World, and either as principals, agents, trustees or otherwise, and either alone or in conjunction with others, and by or through agents, sub-contractors, trustees or otherwise.
- (v) To do all such other things as the Company may deem incidental or conducive to the attainment of any of the above objects of the Company.

And it is hereby declared that the word "company", save where used in reference to this Company in this Clause, 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.

The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, 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.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £500,000 divided into 500,000 Shares of One Pound each.*

*The Share Capital of the Company was increased from £1,000 by the creation of 99,000 Ordinary shares of One Pound each by resolution of the Company passed on 16th July, 1973 and by the creation of 400,000 Ordinary shares of One Pound each by resolution of the Company passed on 15th January 1981.

*By an Ordinary Resolution passed on 30th March 1989 the share capital of the Company was increased to £100,000,000 divided into 100,000,000 Ordinary shares of £1.00 each.

WE, the several persons whose names and addresses 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 SUBSCRIBER
LYNN CALDWELL CONNELL, 17 Throgmorton Avenue, London, E. C. 2. Solicitor.	ONE
RICHARD HENRY SCOPES, 17 Throgmorton Avenue, London, E. C. 2. Solicitor's Articled Clerk.	ONE

DATED this 6th day of May, 1968.

WITNESS to the above Signatures: -

S. J. FILTNESS,
212 Hockley Road,
Rayleigh,
Essex.

Secretary.

The Companies Acts 1948 and 1967.

COMPANY LIMITED BY SHARES

Articles of Association

OF

KVAERNER SERVICES LIMITED

(formerly Trafalgar House Services Limited, Trafalgar House Group Services Limited,
T.H.I. Group Services Limited, Trocoll Ideal Cementation Group Services Limited and
Trocoll Ideal Services Limited)

PRELIMINARY

1. The company is a private company and, subject as hereinafter provided, the regulations contained in Part I and regulations 2 to 5 inclusive contained in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") shall apply to the company.

2. Regulations 3, 24, 53, 69, 74, 75, 77, 84, 87 to 93 inclusive, 106 and 107 of Table A, Part I, shall not apply to the company.

SHARES

3. The shares shall be at the disposal of the directors and (save as otherwise directed by the company in general meeting) they may allot or otherwise dispose of or grant options over them to such persons at such times and generally on such terms and conditions as they think proper, subject nevertheless to regulation 2 of Table A, Part II, and provided that no shares shall be issued at a discount except as provided by section 57 of the Act.

4. Subject to the provisions of section 58 of the Act, any preference shares may with the sanction of a special resolution be issued upon the terms that they are or at the option of the company are liable to be redeemed.

LIEN

5. In regulation 11 of Table A, Part I, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

TRANSFER OF SHARES

6. The instrument of transfer of a fully paid share need not be executed by or on behalf of a transferee and regulation 22 of Table A, Part I, shall be modified accordingly.

VOTES OF MEMBERS

7. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority (unless deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll) shall be produced at the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or on the taking of a poll, and in default the instrument of proxy shall not be treated as valid.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

8. Any one of the directors or the secretary for the time being of any corporation which is a member of the company, or any other person appointed by resolution of the directors or other governing body of such corporation, may (subject to the articles of association of that corporation) act as its representative at any meeting of the company or 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.

Any one of the directors or the secretary for the time being of the company or any other person appointed by resolution of the directors or other governing body of the company may act as its representative at any meeting of any corporation of which the company is a member or of any class of members of such corporation and the person so authorised shall be entitled to exercise the same powers on behalf of the company as the company could exercise if it were an individual member of that corporation.

DIRECTORS

9. Unless and until otherwise determined by the company in general meeting, the number of the directors shall not be less than three. The first directors of the company shall be determined in writing by the subscribers of the memorandum of association or a majority of them.

10. Any person may be appointed or elected as a director, whatever may be his age, and no director shall be required to vacate his office by reason of his attaining or having attained the age of 70 years or any other age.

11. No shareholding qualification shall be required by directors.

12. A director of the company may be or become a director or other officer of, or otherwise interested in, the holding company of the company or any other company promoted by the holding company or in which the holding company may be interested and regulation 78 of Table A, Part I, shall be extended accordingly.

13. The proviso to regulation 79 of Table A, Part I, shall be omitted.

14. Save as by the next following article otherwise provided, a director shall not vote in respect of any contract or arrangement in which he is interested (and if he shall do so his vote shall not be counted) nor shall he be counted for the purpose of any resolution regarding the same in the quorum present at the meeting, but this article shall not apply to any of the following matters, namely -

(a) any arrangement for giving to him any security or indemnity in respect of money lent by him or obligations undertaken by him for the benefit of the company; or

(b) any arrangement for the giving by the company of any security to a third party in respect of a debt or obligation of the company for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or

(c) any contract by him to subscribe for or underwrite shares or debentures of the company; or

(d) any contract or arrangement with any other company in which he is interested only as an officer or creditor of or as a shareholder in or beneficially interested in shares of that company; or

(e) any such scheme or fund as is referred to in article 22 which relates both to directors and to employees or a class of employees and does not accord to any director as such any privilege or advantage not generally accorded to the employees to which such scheme or fund relates.

The provisions of this article may at any time be suspended or relaxed to any extent and either generally or in respect of any particular contract, arrangement or transaction, and any particular contract, arrangement or transaction carried out in contravention of this article may be ratified by ordinary resolution of the company.

15. A director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other director is appointed to hold any office or place of profit under the company or whereat the directors resolve to exercise any of the rights of the company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a director to hold any office or place of profit under any other company or whereat the terms of any such appointment as hereinbefore mentioned are considered or varied, and he may vote on any such matter other than in respect of his own appointment or the arrangement or variation of the terms thereof.

16. The words "and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose" in regulation 86 of Table A, Part I, shall be omitted.

17. The office of a director shall be vacated -

- (a) if by notice in writing to the company he resigns the office of director; or
- (b) if he becomes bankrupt or enters into any arrangement or composition with his creditors; or
- (c) if he is prohibited from being a director by any order made under any of the provisions of section 188 of the Act; or
- (d) if he becomes of unsound mind; or
- (e) if he is removed from office as hereinafter provided.

18. All the words in regulation 94 of Table A, Part I, after the words "number of directors" shall be omitted.

All the words in regulation 95 of Table A, Part I, after the words "eligible for re-election" shall be omitted.

In regulation 96 of Table A, Part I, the words "before the expiration of his period of office" shall be omitted.

All the words in regulation 97 of Table A, Part I, after the words "or as an additional director" shall be omitted.

19. In addition and without prejudice to the provisions of regulations 96 and 97 of Table A, Part I, the company may by extraordinary resolution remove any director and may by ordinary resolution appoint another director in his stead.

20. A member holding not less than 51% of the issued capital of the company conferring the right to attend and vote at general meetings of the company may at any time by notice in writing to the company remove any director or appoint a new director and such removal or appointment shall take effect upon receipt of such notice by the company. Such a notice in writing by a company, being a member and holding not less than 51% of the capital of the company, shall be deemed to be valid if it purports to be signed by an officer of that company.

21. A resolution in writing signed by all the directors or by all the directors for the time being entitled to receive notice of a meeting of the directors or committee of directors, shall be as valid and effectual as if it had been passed at a meeting of the directors or committee of directors (as the case may be) duly convened and held.

22. The directors may establish and maintain or join with the holding company and associated companies of the company in procuring or otherwise procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, pensions, allowances, gratuities, emoluments and bonuses to directors, ex-directors, officers, ex-officers and any persons who are or were at any time in the employment or service of the company, the holding company or any company which is a subsidiary of the company or is allied to or associated with the company or with any such subsidiary company, and the wives, widows, families and dependents of any such persons, and also establish and subsidise or subscribe 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 as aforesaid, or of any such persons as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid, and subscribe or guarantee money for any charitable or benevolent object or for any exhibition, or for any public, general or useful object, and do any of the matters aforesaid either alone or in conjunction with any such company as aforesaid. Subject always, if the statutes

in force for the time being in relation to companies shall so require, to any particulars with respect to the proposed payment being disclosed to the members of the company, and to the proposal being approved by the company, any director shall be entitled to participate in and retain for his own benefit any such pension, allowance, gratuity or bonus.

23. The directors may from time to time appoint any person or persons to be a technical director or technical directors of the company, and may from time to time define, limit and restrict his or their powers, and may fix and determine his or their remuneration and duties, and may at any time remove any such technical director, provided always that technical directors shall not be taken into account in calculating the quorum or be entitled to vote at any of the meetings of the directors at which they may be present and, except with and to the extent of the sanction of the directors, shall not -

- (i) have any right of access to the books of the company; or
- (ii) be entitled to receive notice of or to attend meetings of the directors; or
- (iii) be entitled to participate in any respect in the exercise of the collective powers or duties of the directors, or to exercise any of the individual powers or duties of a director under these articles (including this article) provided that no act shall be done by the directors which would impose any personal liability on any technical director, whether under the statutes or otherwise, except with his knowledge.

MANAGING DIRECTOR

24. The directors may from time to time appoint one or more of their body to the office of managing director for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. The appointment of any such managing director shall be automatically determined if he cease from any cause to be a director.

SECRETARY AND ASSISTANT SECRETARY

25. In regulation 110 of Table A, Part I, there shall be added the words "An assistant secretary may also be appointed by the directors (subject to regulations 111 and 112) to act with the full powers of the secretary if the office of secretary is vacant or if for any other reason the secretary is absent or otherwise incapable of acting. Such appointment shall be for such term, at such remuneration and upon such conditions as the directors may think fit and any assistant secretary so appointed may be removed by the directors".

NOTICES

26. All the words in regulation 131 of Table A, Part I, after the words "for the giving of notice to him" shall be omitted therefrom and there shall be substituted therefor the following: "Any notice or other document, if served by post, shall be deemed to have been served at the time when the letter containing the same is posted, and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed and duly posted".