

TWINAPLATE LIMITED

1098067

Written Resolution of the Shareholders of the Company  
pursuant to Section 381A Companies Act 1985

SPECIAL RESOLUTIONS

1. That the Company's Memorandum of Association be and it is hereby amended by:-
  - 1.1 the insertion of the following new paragraph 3(x) in Clause 3 of the Memorandum of Association namely:-

"(x) To the extent that the same is permitted by law, to give financial assistance for the purpose of the acquisition of the shares in the Company (whether before or after any such acquisition) or the Company's holding company for the time being (as defined by Section 736 of the Companies Act 1985 (as amended)) and to give such assistance by any means howsoever permitted by law."
  - 1.2 the renumbering of existing paragraph (x) of clause 3 of the memorandum as paragraph (y).
2. That with immediate effect the Company adopt new Articles of Association in the form of those annexed hereto in place of the existing Articles of Association of the Company.
3. That the execution, delivery and performance by the Company of a Guarantee and Debenture in favour of the Governor and Company of the Bank of Scotland in the form of that previously presented to each of the directors be and it is hereby approved, subject only to the directors of the Company resolving that the Company should execute, deliver and perform the same.

Dated *6th March* 1995

*[Signature]*  
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For and on behalf of Alpine Automation Limited



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

TWINAPLATE LIMITED

(adopted by Special Resolution passed on 2<sup>nd</sup> Jul 1995)

General

- 1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations (S.I. 1985 No. 802) (as amended by S.I. 1985 No. 1052) ("Table A") shall apply to the Company (save in so far as they are excluded or varied hereby or are inconsistent herewith) and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
- 2 In these Articles "the Act" means the Companies Act 1985 (as amended by Companies Act 1989) and every statutory modification or re-enactment thereof for the time being in force.

Share Capital

- 3 The authorised share capital of the Company at the date of adoption of these Articles is £100,000 divided into 100,000 Ordinary Shares of £1 each.
- 4 Any unissued shares which are comprised in the authorised share capital of the Company from time to time shall be under the control of the Directors who may (subject to Section 80 of the Act and to Article 5 below) allot, grant options over or otherwise dispose of the same to such persons, at such times, for such consideration and on such terms and in such manner as they think fit.
- 5 The Directors are generally and unconditionally authorised, for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company, up to the amount by which the nominal amount of the authorised share capital of the Company exceeds the nominal amount of the issued share capital as at the date of the resolution adopting these Articles, at any time or times during the

period of five years from the date of the resolution adopting these Articles and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period: the amount of a relevant security shall in the case of a share in the Company mean its nominal amount, and in the case of a right to subscribe for, or to convert any security into, shares in the Company mean the nominal amount of shares in the Company which would be required to satisfy such right (assuming full exercise). The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

- 6 The Directors shall also have power to allot any equity security (within the meaning of Section 94(2) of the Act) pursuant to the authority given to them by Articles 4 and 5 or any renewal thereof as if Section 89(1) did not apply to such allotment, and such authority or renewal shall enable the Directors to make an offer or agreement which would or might require equity securities to be allotted after its expiry.
- 7 The Company is a private company and, accordingly, it may not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company or allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.
- 8 Subject to the provisions of the Act, any shares may be issued which are to be redeemed or are liable to be redeemed at the option of the Company or the holder of such shares on such terms and in such manner as may be provided by the Articles for the time being of the Company or as the Company may by resolution determine. Regulation 3 of Table A shall not apply.
- 9
  - 9.1 Subject to the provisions of the Act, the Company may enter into any contract for the purchase of all or any of its shares of any class (including any redeemable shares), and any contract under which it may, subject to any conditions, become entitled or obliged to purchase all or any of such shares, and may make payments in respect of the redemption or purchase of such shares otherwise than out of distributable profits or the proceeds of a fresh issue of shares.
  - 9.2 Every contract entered into pursuant to this Article 9 shall be authorised by such resolution of the Company as may for the time being be required by law but subject thereto the Directors shall have full

power to determine or approve the terms of any such contract.

9.3 Neither the Company nor the Directors shall be required to select the shares in question rateably or in any other particular manner as between the holders of shares of the same class or as between them and the holders of shares of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares.

9.4 Subject to the provisions of the Act, the Company may agree to the variation of any contract entered into pursuant to this Article and to release any of its rights or obligations under any such contract. Notwithstanding anything to the contrary contained in these Articles, the rights attaching to any class of shares shall not be deemed to be varied by anything done by the Company pursuant to this Article. Regulation 35 of Table A shall not apply.

#### **Transfer of Shares**

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10.1 The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of any share, whether or not it is a fully paid share. Regulation 24 of Table A shall not apply.

10.2 For so long as the Company is a wholly-owned subsidiary (as defined in Section 736 of the Act) of another company a transfer in respect of any shares in the Company may be executed by a director of that other company and the Directors of the Company shall be bound to accept such a transfer as validly executed by a duly authorised agent of the transferee.

#### **Notice of General Meetings**

11 The words "or a resolution appointing a person as a director" in Regulation 38 of Table A shall not apply to the Company.

12 It shall not be necessary to give notice of an adjourned meeting and Regulation 45 of Table A shall be modified accordingly.

#### **Conduct of General Meetings**

13 At any General Meeting a poll may be directed by the Chairman or demanded by any Member present in person or by

proxy. Regulation 46 of Table A shall be modified accordingly.

- 14 A proxy shall be entitled to vote on a show of hands. Regulation 54 shall be modified accordingly.
- 15 Regulation 62 of Table A shall not apply to the Company.

#### Votes of Members

- 16 If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting 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 vitiate the result of the voting.

#### Number of Directors

- 17 The minimum number of Directors shall be two and there shall be no maximum number. Regulation 64 of Table A shall not apply.

#### Proceedings of Directors

- 18 A Director absent or intending to be absent from the United Kingdom may request the Directors during his absence to send notices of meetings of the Directors to him at such address within the United Kingdom as he may give to the Company for this purpose but in the absence of such a request it shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom.
- 19 A Director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract (within the meaning of Section 317 of the Act) with the Company shall declare the nature of his interest at a quorate meeting (but so that the Director making the declaration shall not be counted in the quorum present at such meeting for the purposes of declaring such interest) of the full board of Directors (so that, for the avoidance of doubt, a declaration to a committee thereof shall not be sufficient for these purposes). Subject where applicable to such disclosure a Director shall be included in the quorum and may vote at a meeting of Directors or of a committee of Directors on any Resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company and Regulations 94 to 97 inclusive of Table A shall not apply to the Company.

- 20 The Directors may dispense with the keeping of attendance books for meetings of the Directors or committee of the Directors.
- 21 Any Director (including an alternate Director) may participate in a meeting of the Directors or a committee of the Directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and the Directors deemed to be present at any such meeting shall specify the place where such meeting shall be deemed to have been held.
- 22 Whenever the Company shall be a wholly owned subsidiary (as defined in section 736 of the Act) of a body corporate that body corporate and any body corporate of which that body corporate is a wholly owned subsidiary (any such body corporate being hereinafter called "the Parent Company") shall have the following rights:-
- 22.1 the Parent Company may at any time and from time to time appoint any person to be a Director of the Company (either to fill a casual vacancy or as an addition to the existing Directors) or remove any Director from office;
- 22.2 none of the powers of the Company to offer, allot, agree to allot, grant any right to subscribe for, or to convert any security into, and otherwise dispose of any of the shares in the capital of the Company for the time being unissued shall be exercised without the consent of the Parent Company; and
- 22.3 any or all powers of the Directors shall be restricted in such respect and to such extent as the Parent Company may by notice to the Company from time to time prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Parent Company by any one of its Directors or some other Officer of the Parent Company duly authorised for the purpose.

#### **Delegation of Powers of Directors**

- 23 The Directors may delegate any of their powers to committees consisting of such person or persons (whether Directors or not) as they think fit. Regulation 72 of Table A shall be modified accordingly.

### Alternate Directors

- 24 An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company 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, and the first sentence of Regulation 66 of Table A shall be modified accordingly.
- 25 A Director, or any other person approved by resolution of the Directors and willing to act, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director.
- 26 An alternate Director shall, except as regards remuneration and the power to appoint an alternate (which power shall not be available to him), be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company and each alternate Director whilst so acting shall exercise and discharge all the functions, powers and duties of the Directors whom he represents and shall without prejudice to the generality of the foregoing be entitled, in the absence from the United Kingdom of the Director appointing him, to sign on his behalf a Resolution in writing of the Directors. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director and Regulation 67 shall not apply to the Company.
- 27 For the purposes of Regulation 89 of Table A an alternate Director shall be counted in a quorum separately in respect of each of the Directors for whom he has been appointed alternate but so that no less than two individuals shall constitute a quorum.

### Appointment, Retirement and Remuneration of Directors

- 28 The Directors shall not be obliged to retire from office by rotation and Regulations 73 to 78 inclusive and Regulation 80 of Table A, the last two sentences of Regulation 79 of Table A and the last sentence of Regulation 84 of Table A shall not apply to the Company.
- 29 There shall not be any age limit for Directors and Regulation 81(a) of Table A shall be modified accordingly.
- 30 Regulation 82 of Table A shall be amended by inserting the words "by way of fee" after the word "remuneration" wherever that word appears.

- 31 The office of a Director shall be vacated not only upon the happening of any of the events mentioned in Regulation 81(b) to (e) (inclusive) of Table A but also if he is removed from office pursuant to these Articles or if he becomes incapable by reason of illness (including, without limitation, mental illness or disorder) or injury of managing or administering any property or affairs of his own or of the Company and the Directors resolve that his office be vacated. Regulation 81 of Table A shall be modified accordingly.
- 32 The appointment of any person to any office pursuant to Regulation 84 of Table A may at any time be revoked by the Directors, without prejudice to any rights of the holder of such office in respect of such revocation.

### **Special Directors**

- 33 The Directors shall have power from time to time by Resolution to appoint any one or more persons to any post with such descriptive title including that of Director (whether as divisional, departmental, deputy, assistant, local, advisory or otherwise) as they shall determine. Any such person is hereinafter referred to as a Special Director and the following provisions shall have effect with regard to any such appointment or appointments:
- 33.1 The appointment, tenure of office, remuneration (if any) and scope of duties of a Special Director shall be determined from time to time by the Directors with full power to make such arrangements as they think fit; and the Directors shall have the right to enter into any contracts on behalf of the Company or transact any business of any description without the knowledge or approval of a Special Director, except that no act shall be done that would impose any personal liability on any Special Director except with his full knowledge and consent.
- 33.2 The Directors may also from time to time remove any Special Director from office and if they so decide appoint another in his place, but any such removal shall take effect without prejudice to the rights of either party under any agreement between the Special Director and the Company.
- 33.3 The appointment of a person to be a Special Director may be in place of or in addition to his employment by the Company in any other capacity but unless otherwise expressly agreed between him and the Company the appointment as Special Director shall not affect the terms and conditions of his employment by the Company in any other capacity whether as regards duties, remuneration, pension or otherwise. The office as a Special Director shall be vacated if he becomes of



unsound mind or bankrupt or makes any arrangement or composition with his creditors generally, or becomes prohibited by law from being concerned or taking part in the management of the Company, or if he resigns his office or is removed from office by a Resolution of the Board.

33.4 A Special Director shall not be or be deemed to be a Director of the Company within the meaning of the word as used in the Companies Act 1985 or these Articles and no Special Director shall be entitled to attend or be present at any meetings of the Board or of any committee of Directors unless the Directors shall require him to be in attendance.

33.5 A Special Director shall attend meetings of the Directors and of any committee of the Directors whenever called upon to do so and shall at all times be ready to give the Directors the benefit of his knowledge, experience and advice.

#### Appointment of Secretary

34 Two or more persons may be appointed as Joint Secretaries. The Directors may also appoint one or more Assistant Secretaries. Regulation 99 of Table A shall be modified accordingly.

#### Notices

35 Any notice required by these Articles to be given by the Company or by the Directors or to the Company or to the Directors may be given in writing on paper or in any other visible form including telex, facsimile and electronic mail and a notice communicated by such form of immediate transmission shall be deemed to be given at the time it is transmitted to the person addressed provided that:

35.1 such notice shall have been transmitted to the correct number/terminal and the sender shall, at his terminal, have confirmation of such transmission; and

35.2 a copy of such notice is sent by first class post to the person to whom it is addressed within 24 hours of transmission.

Regulations 111 and 112 of Table A shall be modified accordingly.

#### Indemnity

36 Every Director or other officer of the Company shall 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, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act, in which relief is granted to him by the Court, and 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 the execution of the duties of his office or in relation thereto. But this Article shall only have effect to the extent that it is not avoided by Section 310 of the Act.

**Names Addresses and Descriptions of Subscribers**

John Benjamin Clay  
29 Conway Road  
Falmouth

Bertram Thomas Clay  
19 Mongleath Avenue  
Falmouth

Louis Hicks  
Valdemore  
Old Paul Hill  
Newlyn  
Penzance

Thomas Harry Martin  
Fourwinds  
Poldice, St. Day  
Redruth

Dated the 6th day of February 1973

Witness to the above signatures:-

R.T. Berryman  
Certified Accountant  
6 Morrock Road  
Penzance