

Company Number: 1743913

**The Companies Acts 1985 to 1989**

**THK INSULATION LIMITED**

**WRITTEN SPECIAL RESOLUTION OF THE SOLE SHAREHOLDER**

In accordance with Regulation 5 of Table A of the Companies (Tables A to F) Regulations 1948 which is incorporated into the Articles of Association of the Company I, the undersigned, being the sole member of the Company and being entitled to attend and vote at general meetings of the Company hereby RESOLVE by way of special resolution THAT the articles of association contained in the printed document attached and marked "A" for the purpose of identification be are hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all the existing articles of the Company.

Signed .....  .....

for and on behalf of

Bandt Holdings Limited

Dated ..... 19 Feb. 1999 .....



Company Number: 3117839

**The Companies Acts 1985 to 1989**

**REMFLEX COVERS LIMITED**

**WRITTEN SPECIAL RESOLUTION OF THE SOLE SHAREHOLDER**

In accordance with Regulation 53 of Table A of the Companies (Tables A to F) Regulations 1985 which is incorporated into the Articles of Association of the Company We, the undersigned, being the sole member of the Company and being entitled to attend and vote at general meetings of the Company hereby RESOLVE by way of special resolution THAT

1. the 50,000 "B" cumulative redeemable shares of £1 each in the capital of the Company (of which 15,000 have been issued and fully paid up) be and are hereby redesignated as 50,000 ordinary shares of £1 each to rank pari passu with the existing 10,000 "A" ordinary shares of £1 each in the Company ("the A Shares") (of which 5,000 have been issued and fully paid up) and shall have the same rights attaching to them as the A Shares; and
2. the A Shares (including those referred to above) be redesignated as ordinary shares of £1 each.

Signed .....  .....

for and on behalf of

THK Insulation Limited.

Dated..... 19 Feb 1999 .....

"A"



**COMPANIES ACTS 1985 and 1989**

**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**THK INSULATION LIMITED**

**(Adopted by special resolution dated February 1999)**

**1 PRELIMINARY**

- 1.1 The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

**2 SHARE CAPITAL**

- 2.1 The share capital of the Company is £50,000 divided into 50,000 Ordinary Shares of £1 each.
- 2.2 Subject to Section 80 of the Companies Act 1985, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such time, and on such terms as they think proper and Section 89(1) of the Companies Act 1985 shall not apply.
- 2.3 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 of the authorised share capital of the Company at any time or times during the period of five years from the date of incorporation 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 authority hereby given may be renewed, revoked or varied at any time by ordinary resolution of the Company in General Meeting.

### **3 TRANSFER OF SHARES**

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

### **4 PROCEEDINGS AT GENERAL MEETINGS**

- 4.1 In the case of a corporation a resolution in writing may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative. Regulation 53 shall be extended accordingly.
- 4.2 An instrument appointing a proxy (and, whether it is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof) must either be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting (or, if no place is so specified, at the registered office) at least one hour before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used or be delivered to the Secretary (or the chairman of the meeting) on the day and at the place of, but in any event before the time appointed for holding, the meeting or adjourned meeting or poll. An instrument of proxy shall not be treated as valid until such delivery shall have been effected. Regulation 62 shall not apply.

### **5 NUMBER OF DIRECTORS**

- 5.1 The Directors shall not be less than one in number. Regulation 64 shall be modified accordingly. Whensoever the minimum number of all the Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Clause 89 in Table A shall be modified accordingly.

### **6 DELEGATION OF DIRECTORS' POWERS**

- 6.1 In addition to the powers to delegate contained in Regulation 72, the Directors may delegate any of their powers to any committee consisting of one or more Directors and one or more co-

opted persons. The Directors may authorise the co-option to such a committee of persons other than Directors and for such co-opted members to have voting rights as members of the committee but so that (i) the number of co-opted members shall be less than one-half of the total number of members of the committee and (ii) no resolution of the committee shall be effective unless a majority of the members of the committee present at the meeting are Directors. Regulation 72 shall be modified accordingly.

## **7 APPOINTMENT AND RETIREMENT OF DIRECTORS**

- 7.1 The Directors shall not be subject to retirement by rotation and references thereto in Regulations 73 to 80 shall be disregarded.

## **8 DISQUALIFICATION AND REMOVAL OF DIRECTORS**

- 8.1 The office of a Director shall be vacated in any of the events specified in Regulation 81 and also if he shall resign in writing.

## **9 REMUNERATION OF DIRECTORS**

- 9.1 Any Director who serves on any committee, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, commission or otherwise as the Directors may determine. Regulation 82 shall be extended accordingly.

## **10 PROCEEDINGS OF DIRECTORS**

- 10.1 A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in anyway concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
- 10.2 Regulations 94 to 97 (inclusive) shall not apply to the Company.
- 10.3 Meetings of the Directors may be held by telephone and for the purposes of determining whether the quorum for the transaction of the business of the Directors exists any Director or

Directors in communication either with a meeting, with any other Director or Directors shall be counted in the quorum. Regulation 89 shall be modified accordingly.

## **11 INDEMNITY**

11.1 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 judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144 or 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 in so far as its provisions are not avoided by Section 310 of the Act.

11.2 Regulation 118 shall not apply to the Company.

## **12 RESOLUTIONS IN WRITING**

12.1 In Regulations 53 and 93 "writing" shall be deemed to include telex, telegram, cable, facsimile and other methods of reproducing or communicating writing in visible form.

NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER

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Dated this       day of       199

Witness to the above Signature: