

**Company No: 02313639**


**THE COMPANIES ACT 2006  
WILLS ENGINEERED POLYMERS LIMITED  
("the Company")  
CHANGE OF ARTICLES OF ASSOCIATION**

On 8 April 2013 the following resolution was passed as a Written Resolution of the Company

"That the Articles of Association attached be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association "

DATED ~~25~~<sup>19</sup>th April 2013

SIGNED

  
Secretary

No. 02313639

THE COMPANIES ACT 1985 AND THE COMPANIES ACT 2006

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COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

of

WILLS ENGINEERED POLYMERS LIMITED

adopted by Written Resolution dated

8<sup>th</sup> April 2013

1     **PRELIMINARY**

1 1    In these Articles

**Articles** means the articles of the Company,

**Board** means the board of directors of the Company,

**the Company** means Wills Engineered Polymers Limited (company number 02313639),

**Conflict** has the meaning set out in Article 7 1,

**electronic communications** means the same as in the Electronic Communications Act 2000,

**Group** means all companies forming part of the group of the Ultimate Parent,

**Secretary** means the secretary of the Company (if any),

**Statutes** means the 1985 Act and any provisions of the 2006 Act for the time being in force and every other act for the time being in force concerning companies and affecting the Company,

**Table A** means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as at the date of adoption of these Articles,

**The 1985 Act** means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force,

**The 2006 Act** means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force, and

**the Ultimate Parent** means Trelleborg AB (publ)

- 1 2    The regulations contained in Table A (the "**Regulations**") shall apply to the Company save in so far as they are excluded or modified by or inconsistent with the Articles hereinafter contained and such Regulations and Articles shall be the Articles of Association of the Company

- 1 3 Regulations 3, 24, 40, 41, 65-67 inclusive, 73-78 inclusive, 79, 80-81 inclusive, 89, 90, 94, 103, 118 and the last sentence of Regulation 84 shall not apply to the Company

## **2 SHARES**

- 2.1 The share capital of the Company is divided into shares of £1 each
- 2.2 Each share in the capital of the Company shall rank par passu in all respects including but not limited to voting rights, payment of dividend and the distribution of assets on a winding up
- 2 3 Subject to the provisions of the Statutes, the Company may issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder on such terms and in such manner as the Company, before the issue of such shares, by special resolution shall determine
- 2 4 The lien conferred by Regulation 8 of Table A whereby the Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) payable at a fixed time or called in respect of that share shall attach to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of two or more joint holders and shall extend to all monies presently payable by him or his estate to the Company

## **3 NOTICES**

- 3 1 In every notice calling a general meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not also be a member All notices and other communications including electronic communications relating to a general meeting which any member is entitled to receive shall also be sent to the directors of the Company in their capacity as such notwithstanding that such directors may be absent from the United Kingdom In the event that any such director is absent from the United Kingdom, such notice shall be served on him at such address as the director may notify to the Company from time to time or, if no such address is notified, at the registered office of the Ultimate Parent Regulation 88 shall be modified accordingly
- 3 2 It shall be necessary to give notice of a meeting of the directors or of a committee of directors to a director who is absent from the United Kingdom at such address as the director may notify to the Company from time to time If no such address is notified, the director will be deemed to have waived his right to receive notice of the meeting Regulation 88 shall be modified accordingly

## **4 TRANSFER OF SHARES**

The directors may in their absolute discretion decline to register any transfer of any share whether or not it is a fully paid share

## **5 PROCEEDINGS AT GENERAL MEETINGS**

- 5 1 No business shall be transacted at any meeting unless a quorum is present One person, being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum
- 5 2 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved In any other case it shall stand adjourned to the same day in the next week at the same time

and place or to such other day and at such other time and place as the directors may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved.

- 5.3 It shall not be necessary to give any notice of an adjourned meeting and Regulation 45 of Table A shall be modified accordingly.
- 5.4 A poll may be demanded by the chairman or by any member present in person or by proxy and entitled to vote and Regulation 46 of Table A shall be modified accordingly.
- 5.5 Any corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of 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.
- 5.6 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors (which for the avoidance of doubt may be a simple power of attorney) may be deposited at the registered office of the Company or, if the registered office is not the place of the meeting, at the place of the meeting immediately before the time for holding the meeting and Regulation 62 of Table A shall be modified accordingly.
- 5.7 Subject to the provisions of the Statutes, the Company may by ordinary resolution declare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the directors.
- 5.8 The appointment of an auditor shall be subject to approval by the Company in general meeting.
- 5.9 The Company may by ordinary resolution in accordance with Section 485(4) of the 2006 Act appoint an auditor or auditors.
- 5.10 The Company may by ordinary resolution in accordance with Section 239 of the 2006 Act ratify the conduct by a director of the Company amounting to negligence, default, breach of duty or breach of trust in relation to the Company. This does not affect any other enactment or rule of law imposing additional requirements for valid ratification or any rule of law as to acts that are incapable of being ratified by the Company.
- 5.11 The Company may in accordance with the Statutes alter or amend its Memorandum of Association and Articles of Association by special resolution.
- 5.12 The Board shall submit the annual accounts, and directors' report, prepared, approved and signed on behalf of the Board in accordance with the Statutes, to the Company in general meeting for approval.
- 5.13 The Board must each year, at a time to be agreed, confirm that prevailing Group policies, manuals and recommendations have been duly adopted by the Company.
- 5.14 Subject to Article 5.15, the following operative and legal decisions must be the subject of prior Board approval:
  - 5.14.1 the granting of signing powers,
  - 5.14.2 to the extent lawful, the allocation of any decision-making powers of the Company including, without limitation, issuing bank mandates and authorising spending,

- 5 14 3 to the extent lawful, the delegation of responsibility including, without limitation, delegating responsibility for environmental or working environment issues,
- 5 14 4 the Company acquiring or divesting itself of companies, land or other major assets In this Article a "major asset" is to be determined by the Board on a case by case basis,
- 5 14 5 the Company making investments, which exceed the authority granted from time to time to the managing director of the Company,
- 5 14 6 the Company entering into a long-term contract, the duration of which is in excess of three years and/or entering into contracts of a very high value In this Article "very high value" is to be determined by the Board on a case by case basis,
- 5 14 7 the Company entering into other major agreements, that do not fall within Article 5 14 6 In this Article a "major agreement" is to be determined by the Board on a case by case basis,
- 5 14 8 the Company entering into any loan agreement or any other financing arrangement, and
- 5 14 9 the Company initiating or settling proceedings, litigation, arbitration, (or other legal process in which the Company is engaged), in each case where the initiating or settling is in excess of €50,000
- 5 15 If, for whatever reason, such prior Board approval is not obtained in relation to a matter outlined in Article 5 14 1 - 5 14 9, such decisions must be retrospectively reviewed by the Board and, if approved, subsequently ratified by the Board
- 5 16 Unless and until the Company in general meeting determines otherwise, the Company shall have a compliance officer, who will be responsible, inter alia, for the internal corporate governance requirements of the Company and producing the corporate governance report (as required by the Ultimate Parent)
- 5 17 The Company must ensure that the levels of authority of the Company are periodically, at a time to be agreed, revised and the Group standards, as at that date, are secured

## **6 DIRECTORS**

- 6 1 The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two
- 6 2 A director need not hold any shares of the Company to qualify him as a director but he shall be entitled to receive notice of and attend at all general meetings of the Company
- 6 3 The directors may in accordance with the rules of the Ultimate Parent's treasury department exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property and uncalled capital and subject to Section 551 of the 2006 Act, to issue debenture, debenture stock and other securities as security for any debt, liability or obligation of the Company or of any third party
- 6 4 Without prejudice to the obligation of any director to disclose his interest in accordance with Sections 182-187 (inclusive) of the 2006 Act, a director may vote as a director in regard to any contract, transaction or arrangement in which he is interested, or upon any matter arising thereout, and if he does so vote, his vote shall

be counted and he shall be reckoned in calculating a quorum when any such contract, transaction or arrangement is under consideration

- 6 5 The office of director shall be vacated if the director
- 6 5 1 ceases to be a director by virtue of any provision of the Statutes or becomes prohibited by law from being a director, or
  - 6 5 2 becomes bankrupt or makes any arrangement or composition with his creditors generally, or
  - 6 5 3 in the opinion of all the other directors becomes incapable by reason of mental disorder or illness or injury of discharging his duties as director, or
  - 6 5 4 resigns his office by notice in writing to the Company, or
  - 6 5 5 leaves the service of the Ultimate Parent or its group of companies, or
  - 6 5 6 shall for more than six consecutive months have been absent without permission of the directors from meetings of the directors held during that period and the directors resolve that his office be vacated
- 6 6 The Company may by ordinary resolution of which special notice has been given in accordance with Section 312 of the 2006 Act remove any director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the Company
- 6 7 The members, may by memorandum in writing at any time and from time to time appoint any person who is willing to act as a director of the Company, either to fill a casual vacancy or as an additional director, or remove any director from office. Such memorandum must be signed and delivered to the Company's registered office or produced to a meeting of the directors. Such appointment or removal shall take effect forthwith upon delivery or production of the memorandum or at such later time (if any) specified in such memorandum
- 6 8 A director appointed to fill a casual vacancy or as an additional director shall not retire from office at the annual general meeting next following his appointment
- 6 9 No person shall be or become incapable of being appointed a director by reason only of his having attained the age of seventy or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person and no director shall vacate his office at any time by reason only of the fact that he has attained the age of seventy or any other age
- 6 10 The continuing directors or a sole director may act notwithstanding any vacancies in their number but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of calling a general meeting
- 6 11 The directors may delegate any of their powers to committees consisting of such one or more persons (whether directors or not) as they think fit. References in these Articles to a committee of directors shall include a committee of persons as referred to in this Article and references to a director as a member of such a committee shall include a person as so referred. Regulation 72 shall be modified accordingly
- 6 12 Any director may participate in a meeting of the directors or of a committee of the directors by means of a conference telephone, video conference system or similar communications equipment whereby all persons participating in the meeting can hear

and speak to each other. A person so participating shall be deemed to be present in person at such meeting and shall be entitled to vote or be counted in the quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.

## **7 DIRECTORS' CONFLICTS OF INTERESTS**

7.1 The directors may, in accordance with the requirements set out in this Article, authorise any matter proposed to them by any director which would, if not authorised, involve a director breaching his duty under Section 175 of the 2006 Act to avoid conflicts of interest ("**Conflict**")

7.2 Any authorisation under this Article will be effective only if

7.2.1 the matter in question shall have been proposed by any director for consideration at a meeting of directors in the same way that any other matter may be proposed to the directors under the provisions of these Articles or in such other manner as the directors may determine,

7.2.2 any requirement as to the quorum at the meeting of the directors at which the matter is considered is met without counting the director in question, and

7.2.3 the matter was agreed to without his voting or would have been agreed to if his vote had not been counted

7.3 Any authorisation of a Conflict under this Article may (whether at the time of giving the authorisation or subsequently)

7.3.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the Conflict so authorised,

7.3.2 be subject to such terms and for such duration, or impose such limits or conditions as the directors may determine,

7.3.3 be terminated or varied by the directors at any time

This will not affect anything done by the director prior to such termination or variation in accordance with the terms of the authorisation

7.4 In authorising a Conflict, the directors may decide (whether at the time of giving the authorisation or subsequently) that if a director has obtained any information through his involvement in the Conflict otherwise than as a director of the Company and in respect of which he owes a duty of confidentiality to another person the director is under no obligation to

7.4.1 disclose such information to the directors or to any director or other officer or employee of the Company,

7.4.2 use or apply any such information in performing his duties as a director,

where to do so would amount to a breach of that confidence

7.5 Where the directors authorise a Conflict they may provide, without limitation (whether at the time of giving the authorisation or subsequently) that the director

7.5.1 is excluded from discussions (whether at meetings of directors or otherwise) related to the Conflict,

- 7 5 2 is not given any documents or other information relating to the Conflict,
- 7 5 3 may or may not vote (or may or may not be counted in the quorum) at any future meeting of directors in relation to any resolution relating to the Conflict

7 6 Where the directors authorise a Conflict

- 7 6 1 the director will be obliged to conduct himself in accordance with any terms imposed by the directors in relation to the Conflict,
- 7 6 2 the director will not infringe any duty he owes to the Company by virtue of Sections 171 to 177 of the 2006 Act provided he acts in accordance with such terms, limits and conditions (if any) as the directors impose in respect of its authorisation

- 7 7 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds

8 **SUBSIDIARIES**

- 8 1 The Shareholder shall exclusively exercise the power to decide by Resolution on the acquisition or divestment itself of companies, or on the establishment or termination of any subsidiaries, branch offices, representative offices or other places of business

9 **EXECUTION OF DOCUMENTS**

- 9 1 A document may only be validly executed by the Company if it is signed by a director and the Secretary of the Company, or by two directors of the Company
- 9 2 A director or Secretary of the Company who executes a document in contravention of this Article 9 may be required to account fully to the Company

10 **INDEMNITIES**

Subject to the provisions of the Statutes but without prejudice to any indemnity to which a director may otherwise be entitled, the Company may with the prior written consent of the General Counsel for the Ultimate Parent from time to time indemnify every director, auditor or other officer of the Company against all costs, charges, losses, expenses and liabilities incurred by him in defending any proceedings, whether civil or criminal, which relate to anything done or omitted to be done or alleged to have been done or omitted to be done by him as an officer or auditor of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under Section 144(3) or (4) of the 1985 Act or Section 1157 of the 2006 Act