

2454830

**MEMORANDUM  
& ARTICLES OF ASSOCIATION  
OF  
ARJO WIGGINS APPLETON p.l.c.**

**Certified a True and Correct Copy**

**as at.....**

**Signed.....**

**Title.....**





# CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 2454830

I hereby certify that

WIGGINS TEAPE APPLETON P.L.C.

having by special resolution changed its name,

is now incorporated under the name of

ARJO WIGGINS APPLETON p.l.c.

Given under my hand at the Companies Registration Office,  
Cardiff the 1 JUNE 1991

*P. Bevan*  
P. BEVAN

an authorised officer



# CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 2454830

I hereby certify that

PEAKGILT PUBLIC LIMITED COMPANY

having by special resolution changed its name,

is now incorporated under the name of

WIGGINS TEAPE APPLETON p.l.c.

Given under my hand at the Companies Registration Office,

Cardiff the 15 FEBRUARY 1990

A handwritten signature in dark ink, appearing to read 'P. Bevan'.

P. BEVAN

an authorised officer



# **CERTIFICATE OF INCORPORATION OF A PUBLIC LIMITED COMPANY**


No. 2454830

I hereby certify that

**PEAKGILT PUBLIC LIMITED COMPANY**

is this day incorporated under the Companies Act 1985  
as a public company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the 21 DECEMBER 1989

  
M. ROSE

an authorised officer

**Company Number 2454830**

**THE COMPANIES ACT 1985**

**COMPANY LIMITED BY SHARES**

**RESOLUTIONS OF**

**ARJO WIGGINS APPLETON p.l.c.**

**(Passed on 3 May 2000)**

AT THE TENTH ANNUAL GENERAL MEETING of the Company duly convened and held at Plaisterers Hall, 1 London Wall, London, EC2Y 5JU, on 3 May 2000, the following resolutions were duly passed as Ordinary and Special Resolutions respectively:

**ORDINARY RESOLUTIONS**

That the authorised share capital of the Company be and it is hereby increased from £228,700,000 to £280,600,000 by the creation of 207,600,000 ordinary shares of 25p each ranking pari passu in all respects with the existing ordinary shares.

That, for the purposes of Section 80 of the Companies Act 1985, the directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities in the capital of the Company at any time or times up to an aggregate nominal amount of £70,081,561 provided that such authority shall expire at the conclusion of the Annual General Meeting to be held in 2001. The Company may make any offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after this authority has expired and the directors may allot relevant securities after such expiry pursuant to such offer or agreement. A reference herein to "relevant securities" shall be construed in accordance with the provisions of Section 80 of the Companies Act 1985.

**SPECIAL RESOLUTIONS**

That the directors be and they are hereby empowered to make allotments of equity securities (as defined in Section 94 of the Companies Act 1985) for cash, pursuant to any general authority conferred upon them for the purposes of Section 80 of the Companies Act 1985, as if Section 89 of the Companies Act 1985 did not apply thereto provided that such power shall:

(a) be limited:

(i) to the allotment of equity securities in connection with a rights issue in favour of holders of ordinary shares of 25p each in the capital of the Company where the equity securities respectively attributable to the interests of the holders of ordinary shares are proportionate to the respective amounts of ordinary shares then held by them, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with legal or practical problems under the laws of, or the requirements of any regulatory or stock exchange authority in, any jurisdiction; and

(ii) to the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal amount of £10,525,624;

(b) expire on the earlier of 2 August, 2001, or the conclusion of the Annual General Meeting to be held in 2001, except to the extent that the same is renewed or extended at or prior to such meeting; and

(c) permit the Company to make an offer or enter into any agreement before the expiry of such power which would or might require equity securities to be allotted after this power has expired and the directors may allot equity securities pursuant to such offer or agreement.

That the Articles of Association of the Company be and are hereby amended as follows:

**Electronic proxy voting**

(a) by inserting a new Article, Article 84A as follows:

“84A. The Directors may, but are not obliged to, accept a proxy appointment made electronically or by any other means of data transmission subject to any limitations, restrictions or conditions prescribed by the Board from time to time and Article 84 does not apply to a proxy form delivered electronically but the Directors may require such evidence as they think appropriate to decide that the proxy appointment is effective.”

(b) by replacing the existing Article 86 by a new Article 86 as follows:

“86. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 of such power or authority, shall be left at such a place or places as may be specified for that purpose in the notice convening the meeting (or, if no place is so specified, at the Office) or if the Directors decide to accept proxy forms delivered electronically, in the way they specify at least 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote, or in the case of a poll not less than 24 hours before the time appointed for the making of the poll, and in default the instrument of proxy shall not be treated as valid.”

(c) by replacing the existing Article 87 by a new Article 87 as follows:

“87. The instrument of proxy shall be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as a proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.”

(d) by replacing the existing Article 89 by a new Article 89 as follows:

“89. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which it was executed, or the transfer of the share in respect of which the vote is given, provided no intimation in writing of the death, insanity revocation or transfer shall have been received at the Office one hour at least before the time fixed for the holding of the meeting. No instrument of proxy shall be valid after the expiration of twelve months from the date stated in it as the date of its execution. When two or more valid instruments of proxy are delivered in respect of the same share for use at the same meeting, the one which was executed last shall be treated as replacing and revoking the others as regards that share; if the Company is unable to determine which was executed last, none of them shall be treated as valid in respect of that share.”

**Quorum and attendance by telephone and video conferencing:**

(e) by replacing the existing Article 127 by a new Article 127 as follows:

- “127. (a) The quorum necessary for the transaction of the business of the Board may be fixed by the Board and, unless so fixed at any other number, shall be three. For the purposes of this Article an alternate Director shall be counted in a quorum but so that no less than three separate individuals present in person, by telephone or videoconferencing shall constitute the quorum. To count in a quorum, any Director who is present by telephone or video conferencing must be able fully to hear and participate in the proceedings.
- (b) For the purposes of determining whether a quorum exists for the transaction of the business of the Board:
- (i) In the case of a resolution of Directors (or their alternates), who would (if attending a meeting) comprise a quorum, in telephonic or by video conferencing communication with one another, any such resolution shall be as valid and effective as if passed at a meeting of the Board duly convened and held;

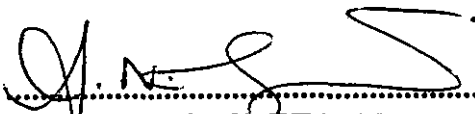
(ii) In the case of a meeting of the Board, in addition to the Directors and alternate Directors (if any) physically present at the meeting, any Director or alternate Director in telephonic communication or video conferencing communication with such meeting shall be counted in the quorum and shall be entitled to vote."

**Rotation and removal of directors:**

(f) by deleting the words "to but not exceeding" in Article 116 and substituting therefor the words "and at least equal to".

That the Company be and it is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 163 of the Companies Act 1985) of ordinary shares of 25p each in the capital of the Company provided that:

- (a) the maximum number of ordinary shares authorised to be purchased is 84,204,996;
- (b) the minimum price which may be paid for ordinary shares is 25p per ordinary share;
- (c) the maximum price which may be paid for an ordinary share is an amount equal to 105% of the average of the middle-market prices shown in the quotation for an ordinary share in the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is purchased;
- (d) the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2001, unless such authority is renewed prior to such time; and
- (e) the Company may make a contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of its ordinary shares in pursuance of any such contract.

  
.....  
**COMPANY SECRETARY**



**THE COMPANIES ACT 1985**

**COMPANY LIMITED BY SHARES**

**RESOLUTIONS OF**

**ARJO WIGGINS APPLETON p.l.c.**

**(Passed on 29 April 1999)**

AT THE NINTH ANNUAL GENERAL MEETING of the Company duly convened and held at Plaisterers Hall, 1 London Wall, London, EC2Y 5JU, on 29 April 1999, the following resolutions were duly passed as Ordinary and Special Resolutions respectively:

**ORDINARY RESOLUTION**

That, for the purposes of Section 80 of the Companies Act 1985, the directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities in the capital of the Company at any time or times up to an aggregate nominal amount of £18,762,761.50 provided that such authority shall expire at the conclusion of the Annual General Meeting to be held in 2000. The Company may make any offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after this authority has expired and the directors may allot relevant securities after such expiry pursuant to such offer or agreement. A reference herein to "relevant securities" shall be construed in accordance with the provisions of Section 80 of the Companies Act 1985.

**SPECIAL RESOLUTIONS**

That the directors be and they are hereby empowered to make allotments of equity securities (as defined in Section 94 of the Companies Act 1985) for cash, pursuant to any general authority conferred upon them for the purposes of Section 80 of the Companies Act 1985, as if Section 89 of the Companies Act 1985 did not apply thereto provided that such power shall:

(a) be limited:

(i) to the allotment of equity securities in connection with a rights issue in favour of holders of ordinary shares of 25p each in the capital of the Company where the equity securities respectively attributable to the interests of the holders of ordinary shares are proportionate to the respective amounts of ordinary shares then held by

them, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with legal or practical problems under the laws of, or the requirements of any regulatory or stock exchange authority in, any jurisdiction; and

(ii) to the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal amount of £10,496,861.92;

(b) expire at the earlier of 28 July, 2000, or the conclusion of the Annual General Meeting to be held in 2000, except to the extent that the same is renewed or extended at or prior to such meeting; and

(c) permit the Company to make an offer or enter into any agreement before the expiry of such power which would or might require equity securities to be allotted after this power has expired and the directors may allot equity securities pursuant to such offer or agreement.

That the Company be and it is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 163 of the Companies Act 1985) of ordinary shares of 25p each in the capital of the Company provided that:

(a) the maximum number of ordinary shares authorised to be purchased is 83,974,895;

(b) the minimum price which may be paid for ordinary shares is 25p per ordinary share;

(c) the maximum price which may be paid for an ordinary share is an amount equal to 105% of the average of the middle-market prices shown in the quotation for an ordinary share in the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is purchased;

(d) the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2000, unless such authority is renewed prior to such time; and

(e) the Company may make a contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of its ordinary shares in pursuance of any such contract.

  
.....  
COMPANY SECRETARY

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**

**RESOLUTIONS OF**

**ARJO WIGGINS APPLETON p.l.c.**  
**(Passed on 6 May 1998)**

AT THE EIGHTH ANNUAL GENERAL MEETING of the Company duly convened and held at The Savoy, Strand, London WC2R 0EU, on 6 May 1998, the following resolutions were duly passed as Ordinary and Special Resolutions respectively:

**ORDINARY RESOLUTIONS**

That, for the purposes of Section 80 of the Companies Act 1985, the directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities in the capital of the Company at any time or times up to an aggregate nominal amount of £22,125,000 provided that such authority shall expire at the conclusion of the Annual General Meeting to be held in 1999. The Company may make any offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after this authority has expired and the directors may allot relevant securities after such expiry pursuant to such offer or agreement. A reference herein to "relevant securities" shall be construed in accordance with the provisions of Section 80 of the Companies Act 1985.

**SPECIAL RESOLUTIONS**

That the directors be and they are hereby empowered to make allotments of equity securities (as defined in Section 94 of the Companies Act 1985) for cash, pursuant to any general authority conferred upon them for the purposes of Section 80 of the Companies Act 1985, as if Section 89 of the Companies Act 1985 did not apply thereto provided that such power shall:

- (a) be limited:
  - (i) to the allotment of equity securities in connection with a rights issue in favour of holders of ordinary shares of 25p each in the capital of the Company where the equity securities respectively attributable to the interests of the holders of ordinary shares are proportionate to the respective amounts of ordinary shares then held by them, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with legal or practical problems under the laws of, or the requirements of any regulatory or stock exchange authority in, any jurisdiction; and
  - (ii) to the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal amount of £10,321,649;


- (b) expire at the earlier of 5 August, 1999, or the conclusion of the Annual General Meeting to be held in 1999, except to the extent that the same is renewed or extended at or prior to such meeting; and
- (c) permit the Company to make an offer or enter into any agreement before the expiry of such power which would or might require equity securities to be allotted after this power has expired and the directors may allot equity securities pursuant to such offer or agreement.

That the Company be and it is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 163 of the Companies Act 1985) of ordinary shares of 25p each in the capital of the Company provided that:

- (a) the maximum number of ordinary shares authorised to be purchased is 80 million;
- (b) the minimum price which may be paid for ordinary shares is 25p per ordinary share;
- (c) the maximum price which may be paid for an ordinary share is an amount equal to 105% of the average of the middle-market prices shown in the quotation for an ordinary share in the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is purchased;
- (d) the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 1999, unless such authority is renewed prior to such time; and
- (e) the Company may make a contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of its ordinary shares in pursuance of any such contract.

That Article 94 of the Articles of Association of the Company be and is hereby amended by the substitution of £500,000 in place of the reference to £300,000 therein.

**Certified as a true and correct copy**

.....  
**COMPANY SECRETARY**

**Company Number 2454830**

**THE COMPANIES ACT 1985**

**COMPANY LIMITED BY SHARES**

**RESOLUTIONS OF**

**ARJO WIGGINS APPLETON p.l.c.**

**(Passed on 21 May 1997)**

AT THE SEVENTH ANNUAL GENERAL MEETING of the Company duly convened and held at The Savoy, Strand, London, WC2R 0EU, on 21 May, 1997, the following resolutions were duly passed as Ordinary and Special Resolutions respectively:

**ORDINARY RESOLUTION**

That, for the purposes of Section 80 of the Companies Act 1985, the directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities in the capital of the Company at any time or times up to an aggregate nominal amount of £22,796,885 provided that such authority shall expire at the conclusion of the Annual General Meeting to be held in 1998. The Company may make any offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after this authority has expired and the directors may allot relevant securities after such expiry pursuant to such offer or agreement. A reference herein to "relevant securities" shall be construed in accordance with the provisions of Section 80 of the Companies Act 1985.

**SPECIAL RESOLUTIONS**

That the directors be and they are hereby empowered to make allotments of equity securities (as defined in Section 94 of the Companies Act 1985) for cash, pursuant to any general authority conferred upon them for the purposes of Section 80 of the Companies Act 1985, as if Section 89 of the Companies Act 1985 did not apply thereto provided that such power shall:

(a) be limited:

- (i) to the allotment of equity securities in connection with a rights issue in favour of holders of ordinary shares of 25p each in the capital of the Company where the equity securities respectively attributable to the interests of the holders of ordinary

shares are proportionate to the respective amounts of ordinary shares then held by them, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with legal or practical problems under the laws of, or the requirements of any regulatory or stock exchange authority in, any jurisdiction; and

- (ii) to the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal amount of £10,293,555;
- (b) expire at the earlier of 20 August, 1998, or the conclusion of the Annual General Meeting to be held in 1998, except to the extent that the same is renewed or extended at or prior to such meeting; and
- (c) permit the Company to make an offer or enter into any agreement before the expiry of such power which would or might require equity securities to be allotted after this power has expired and the directors may allot equity securities pursuant to such offer or agreement.

That the Company be and it is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 163 of the Companies Act 1985) of ordinary shares of 25p each in the capital of the Company provided that:

- (a) the maximum number of ordinary shares authorised to be purchased is 80 million;
- (b) the minimum price which may be paid for ordinary shares is 25p per ordinary share;
- (c) the maximum price which may be paid for an ordinary share is an amount equal to 105% of the average of the middle-market prices shown in the quotation for an ordinary share in the London Stock Exchange Daily Official List for the ten business days immediately preceding the day on which the ordinary share is purchased;
- (d) the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 1998, unless such authority is renewed prior to such time; and
- (e) the Company may make a contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of its ordinary shares in pursuance of any such contract.

  
.....  
COMPANY SECRETARY

**Company Number 2454830**

**THE COMPANIES ACT 1985**

**COMPANY LIMITED BY SHARES**

**RESOLUTIONS OF**

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**ARJO WIGGINS APPLETON p.l.c.**

**(Passed on 15 May 1996)**

**AT THE SIXTH ANNUAL GENERAL MEETING of the Company duly convened and held at The Savoy, Strand, London, WC2R 0EU, on 15 May, 1996, the following resolutions were duly passed as Ordinary and Special Resolutions respectively:**

**ORDINARY RESOLUTION**

**That, for the purposes of Section 80 of the Companies Act 1985, the directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities in the capital of the Company at any time or times up to an aggregate nominal amount of £23,225,730 provided that such authority shall expire at the conclusion of the Annual General Meeting to be held in 1997. The Company may make any offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after this authority has expired and the directors may allot relevant securities after such expiry pursuant to such offer or agreement. A reference herein to "relevant securities" shall be construed in accordance with the provisions of Section 80 of the Companies Act 1985.**

**SPECIAL RESOLUTIONS**

**That the directors be and they are hereby empowered to make allotments of equity securities (as defined in Section 94 of the Companies Act 1985) for cash, pursuant to any general authority conferred upon them for the purposes of Section 80 of the Companies Act 1985, as if Section 89 of the Companies Act 1985 did not apply thereto provided that such power shall:**

- (a) be limited:**
  - (i) to the allotment of equity securities in connection with a rights issue in favour of holders of ordinary shares of 25p each in the capital of the Company where the equity securities respectively attributable to the interests of the holders of ordinary**

shares are proportionate to the respective amounts of ordinary shares then held by them, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with legal or practical problems under the laws of, or the requirements of any regulatory or stock exchange authority in, any jurisdiction; and

- (ii) to the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal amount of £10,268,713;
- (b) expire at the earlier of 14 August, 1997, or the conclusion of the Annual General Meeting to be held in 1997, except to the extent that the same is renewed or extended at or prior to such meeting; and
- (c) permit the Company to make an offer or enter into any agreement before the expiry of such power which would or might require equity securities to be allotted after this power has expired and the directors may allot equity securities pursuant to such offer or agreement.

That the Company be and it is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 163 of the Companies Act 1985) of ordinary shares of 25p each in the capital of the Company provided that:

- (a) the maximum number of ordinary shares authorised to be purchased is 80 million;
- (b) the minimum price which may be paid for ordinary shares is 25p per ordinary share;
- (c) the maximum price which may be paid for an ordinary share is an amount equal to 105% of the average of the middle-market prices shown in the quotation for an ordinary share in the London Stock Exchange Daily Official List for the ten business days immediately preceding the day on which the ordinary share is purchased;
- (d) the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 1997, unless such authority is renewed prior to such time; and
- (e) the Company may make a contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of its ordinary shares in pursuance of any such contract.

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COMPANY SECRETARY



Company No. 2454830

**THE COMPANIES ACT 1985(AS AMENDED)**

**COMPANY LIMITED BY SHARES**

**SPECIAL RESOLUTION**

**-of-**

**ARJO WIGGINS APPLETON p.l.c.**

**(passed 17th May 1995)**

At the Annual General meeting of the above-named Company duly convened and held on Wednesday 17th May 1995 at The Savoy, Strand, London WC2 0EU the following resolution was duly passed as a Special Resolution:

11. That the directors be and they are hereby empowered to make allotments of equity securities (as defined in Section 94 of the Companies Act 1985) for cash, pursuant to any general authority conferred upon them for the purposes of Section 80 of the Companies Act 1985, as if Section 89 of the Companies Act 1985 did not apply thereto provided that such power shall:

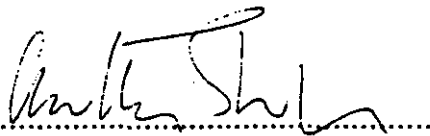
(a) be limited:

(i) to the allotment of equity securities in connection with a rights issue in favour of holders of ordinary shares of 25p each in the capital of the Company where the equity securities respectively attributable to the interests of the holders of ordinary shares are proportionate to the respective amounts of ordinary shares then held by them, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with legal or practical problems under the laws of, or the requirements of any regulatory or stock exchange authority in, any jurisdiction; and

(ii) to the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal amount of £10,224,409;

- (b) expire at the earlier of 16 August 1996, or the conclusion of the Annual General Meeting to be held in 1996, except to the extent that the same is renewed or extended at or prior to such meeting; and
- (c) permit the Company to make an offer or enter into any agreement before the expiry of such power which would or might require equity securities to be allotted after this power has expired and the directors may allot equity securities pursuant to such offer or agreement.

Signed.....



CHAIRMAN OF THE MEETING

Company No. 2454830

**THE COMPANIES ACT 1985(AS AMENDED)**

**COMPANY LIMITED BY SHARES**

**SPECIAL RESOLUTION**

**-of-**

**ARJO WIGGINS APPLETON p.l.c.**

**(passed 17th May 1995)**

At the Annual General meeting of the above-named Company duly convened and held on Wednesday 17th May 1995 at The Savoy, Strand, London WC2 0EU the following resolution was duly passed as a Special Resolution:

12. That the Articles of Association be and are hereby amended as follows:

(a) That Article 15 be and is hereby amended by:

- (i) in the first sentence of the Article, the addition after the word "relevant territory)" of the words "or signed (whether personally or otherwise and including by facsimile signature, howsoever applied) by a Director and the Secretary or by two Directors";
- (ii) in the fourth sentence of the Article, the addition after the words "no certificate" of the words "which is sealed";
- (iii) in the fifth sentence of the Article, the addition after the words "share certificates" of the words "or of executing the certificates in some other manner"; and
- (iv) in the final sentence of the Article, the deletion of the word "mechanical".

(b) That Article 94 be and is hereby amended by the substitution of £300,000 in place of the reference to £100,000 therein.

(c) That Article 121 be and is hereby amended by the substitution of 41 in place of the reference to 48 therein.

(d) That Article 146 be and is hereby amended by the deletion of the words "of declaration" and the substitution therefor of the words "such dividend first became due for payment".

(e) That Article 151 be and is hereby amended by:

(i) in paragraph (iv), the addition after the word "payable" of the words "in cash";

(ii) in paragraph (vi), the addition after the words "or rounded up" of the words "or carried forward", and after the words "to the Company" of the words "or to one or more charities selected by it": and

(iii) in paragraph (vii), the addition of the words "or the level of costs which would be associated with such an offer".

Signed  .....  
CHAIRMAN OF THE MEETING

Company No. 2454830

**THE COMPANIES ACT 1985(AS AMENDED)**

**COMPANY LIMITED BY SHARES**

**SPECIAL RESOLUTION**

**-of-**

**ARJO WIGGINS APPLETON p.l.c.**

**(passed 17th May 1995)**

At the Annual General meeting of the above-named Company duly convened and held on Wednesday 17th May 1995 at The Savoy, Strand, London WC2 0EU the following resolution was duly passed as a Special Resolution:

13. That the Company be and it is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 163 of the Companies Act 1985) of ordinary shares of 25p each in the capital of the Company provided that:

- (a) the maximum number of ordinary shares authorised to be purchased is 80 million;
- (b) the minimum price which may be paid for ordinary shares is 25p per ordinary share;
- (c) the maximum price which may be paid for an ordinary share is an amount equal to 105% of the average of the middle-market prices shown in the quotation for an ordinary share in the London Stock Exchange Daily Official List for the ten business days immediately preceding the day on which the ordinary share is purchased;
- (d) the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 1996, unless such authority is renewed prior to such time; and
- (e) the Company may make a contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of its ordinary shares in pursuance of any such contract.

Signed.....  
CHAIRMAN OF THE MEETING

**THE COMPANIES ACT 1985 (AS AMENDED)**

**COMPANY LIMITED BY SHARES**

**SPECIAL RESOLUTION**

- of -

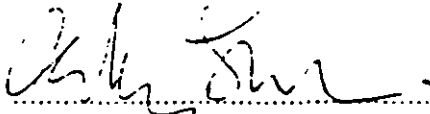
**ARJO WIGGINS APPLETON p.l.c.**

**(Passed 18 May 1994)**

At an Annual General Meeting of the above-named Company duly convened and held on Wednesday 18 May 1994 at The Savoy, Strand, London WC2R 0EU the following resolution was duly passed as a Special Resolution:

13. That the Company be and it is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 163 of the Companies Act 1985) of ordinary shares of 25p each in the capital of the Company provided that:
- (a) the maximum number of ordinary shares authorised to be purchased is 80 million;
  - (b) the minimum price which may be paid for ordinary shares is 25p per ordinary share;
  - (c) the maximum price which may be paid for an ordinary share is an amount equal to 105% of the average of the middle-market prices shown in the quotation for an ordinary share in the London Stock Exchange Daily Official List for the ten business days immediately preceding the day on which the ordinary share is purchased;
  - (d) the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 1995, unless such authority is renewed prior to such time; and
  - (e) the Company may make a contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of its ordinary shares in pursuance of any such contract.

Signed

  
CHAIRMAN OF THE MEETING

**THE COMPANIES ACT 1985 (AS AMENDED)**

**COMPANY LIMITED BY SHARES**

**SPECIAL RESOLUTION**

- of -


**ARJO WIGGINS APPLETON p.l.c.**

**(Passed 18 May 1994)**

At an Annual General Meeting of the above-named Company duly convened and held on Wednesday 18 May 1994 at The Savoy, Strand, London WC2R 0EU the following resolution was duly passed as a Special Resolution:

14. That the directors be and they are hereby empowered to make allotments of equity securities (as defined in Section 94 of the Companies Act 1985) for cash, pursuant to any general authority conferred upon them for the purposes of Section 80 of the Companies Act 1985, as if Section 89 of the Companies Act 1985 did not apply thereto provided that such power shall:
- (a) be limited:
    - (i) to the allotment of equity securities in connection with a rights issue in favour of holders of ordinary shares of 25p each in the capital of the Company where the equity securities respectively attributable to the interests of the holders of ordinary shares are proportionate to the respective amounts of ordinary shares then held by them, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with legal or practical problems under the laws, or the requirements, of any regulatory or stock exchange authority in any jurisdiction; and
    - (ii) to the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to a maximum nominal amount of £10,189,103;
  - (b) expire at the earlier of 17 August 1995, or the conclusion of the Annual General Meeting to be held in 1995, except to the extent that the same is renewed or extended at or prior to such meeting; and
  - (c) permit the Company to make an offer or enter into any agreement before the expiry of such power which would or might require equity securities to be allotted after this power has expired and the directors may allot equity securities pursuant to such offer or agreement.

Signed

  
CHAIRMAN OF THE MEETING

Company No. 2454830

THE COMPANIES ACT 1985 (AS AMENDED)

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

ARJO WIGGINS APPLETON p.l.c.

(Passed 17 May, 1993)

At an Annual General Meeting of the above-named Company duly convened and held on Monday 17 May, 1993 at The Park Lane Hotel, Piccadilly, London, W1Y 8BX the following resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

That the Company be and it is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 163 of the Companies Act 1985 (as amended)) of ordinary shares of 25p each in the capital of the Company provided that:

- (a) the maximum number of ordinary shares authorised to be purchased is 80 million;
- (b) the minimum price which may be paid for ordinary shares is 25p per ordinary share;
- (c) the maximum price which may be paid for an ordinary share is an amount equal to 105% of the average of the middle market prices shown in the quotation for an ordinary share in the London Stock Exchange Daily Official List for the ten business days immediately preceding the day on which the ordinary share is purchased;
- (d) the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 1994, unless such authority is renewed prior to such time; and
- (e) the Company may make a contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of its ordinary shares in pursuance of any such contract.

Signed .....  
CHAIRMAN OF THE MEETING



THE COMPANIES ACT 1985 (AS AMENDED)

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

ARJO WIGGINS APPLETON p.l.c.

(Passed 17 May, 1993)

At an Annual General Meeting of the above-named Company duly convened and held on Monday 17 May, 1993 at The Park Lane Hotel, Piccadilly, London, W1Y 9BX, the following resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

That the directors be and they are hereby empowered to make allotments of equity securities (as defined in Section 94 of the Companies Act 1985) for cash, pursuant to any general authority conferred upon them for the purposes of Section 80 of the Companies Act 1985, as if Section 89 of the Companies Act 1985 did not apply thereto provided that such power shall:

(a) be limited:

- (i) to the allotment of equity securities in connection with a rights issue in favour of holders of ordinary shares of 25p each in the capital of the Company where the equity securities respectively attributable to the interests of the holders of ordinary shares are proportionate to the respective amounts of ordinary shares then held by them, but subject to such exclusion or other arrangements as the directors may deem necessary or expedient to deal with legal or practical problems under the laws of, or the requirements of any regulatory or stock exchange authority in, any jurisdiction; and
  - (ii) to the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to a maximum nominal amount of £10,131,974;
- (b) expire at the earlier of 15 August, 1994 or the conclusion of the Annual General Meeting of the Company to be held in 1994 except to the extent that the same is renewed or extended prior to such meeting; and
- (c) permit the Company to make an offer or enter into any agreement before the expiry of such power which would or might require equity securities to be allotted after this power has expired and the directors may allot equity securities pursuant to such offer or agreement.

Signed .....  
CHAIRMAN OF THE MEETING

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

- of -

ARJO WIGGINS APPLETON p.l.c.

(Passed 19 May, 1992)

At an Annual General Meeting of the above-named Company duly convened and held on Tuesday 19 May, 1992 at The Brewery, Chiswell Street, London, EC1Y 4SD the following resolutions were duly passed as Special Resolutions:

SPECIAL RESOLUTIONS

That the Company be and it is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 163 of the Companies Act 1985 (as amended)) of ordinary shares of 25p each in the capital of the Company ("Ordinary Shares") provided that:

- (a) the maximum number of Ordinary Shares authorised to be purchased is 80 million;
- (b) the minimum price which may be paid for Ordinary Shares is 25p per Ordinary Share;
- (c) the maximum price which may be paid for an Ordinary Share is an amount equal to 105% of the average of the middle market prices shown in the quotation for an Ordinary Share in the London Stock Exchange Daily Official List for the ten business days immediately preceding the day on which the Ordinary Share is purchased;
- (d) the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 1993, unless such authority is renewed prior to such time; and
- (e) the Company may make a contract to purchase its Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of its Ordinary Shares in pursuance of any such contract.

That the directors be and they are hereby empowered to make allotments of equity securities (as defined in Section 94 of the Companies Act 1985) for cash, pursuant to any general authority conferred upon them for the purposes of Section 80 of the Companies Act 1985, as if Section 89 of the Companies Act 1985 did not apply thereto provided that such power shall:

(a) be limited:

- (i) to the allotment of equity securities in connection with a rights issue in favour of holders of ordinary shares of 25p each in the capital of the Company where the equity securities respectively attributable to the interests of the holders of ordinary shares are proportionate to the respective amounts of ordinary shares then held by them, but subject to such exclusion or other arrangements as the directors may deem necessary or expedient to deal with legal or practical problems under the laws of, or the requirements of any regulatory or stock exchange authority in, any jurisdiction; and
  - (ii) to the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to a maximum nominal amount of £10,122,060;
- (b) expire at the earlier of 18 August, 1993 or the conclusion of the Annual General Meeting of the Company to be held in 1993 except to the extent that the same is renewed or extended prior to such meeting; and
- (c) permit the Company to make an offer or enter into any agreement before the expiry of such power which would or might require equity securities to be allotted after this power has expired and the directors may allot equity securities pursuant to such offer or agreement.

Signed .....  
CHAIRMAN OF THE MEETING

THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

- of -

WIGGINS TEAPE APPLETON p.l.c.

(Passed 21st May 1991)

At an Annual General Meeting of the above-named Company duly convened and held on Tuesday 21st May 1991 at The Brewery, Chiswell Street, London EC1Y 4SD the following Resolutions were duly passed as Special Resolutions:

SPECIAL RESOLUTIONS

That the Company be and it is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 163 of the Companies Act 1985 as amended) of Ordinary Shares of 25p each in the capital of the Company ("Ordinary Shares") provided that:

- (a) the maximum number of Ordinary Shares authorised to be purchased is 80 million;
- (b) the minimum price which may be paid for Ordinary Shares is 25p per Ordinary Share;
- (c) the maximum price which may be paid for an Ordinary Share is an amount equal to 105 per cent. of the average of the middle market prices shown in the quotation for an Ordinary Share in The Stock Exchange Daily Official List for the ten business days immediately preceding the day on which the Ordinary Share is purchased;
- (d) the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 1992, unless such authority is renewed prior to such time; and
- (e) the Company may make a contract to purchase its Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of its Ordinary Shares in pursuance of any such contract.

That the Directors be and they are hereby empowered to make allotments of equity securities (as defined in Section 94 of the Companies Act 1985) for cash, pursuant to any general authority conferred upon them for the purposes of Section 80 of the Companies Act 1985, as if Section 89 of the Companies Act 1985 did not apply thereto provided that such power shall:

(a) be limited:

(i) to the allotment of equity securities in connection with a rights issue in favour of holders of Ordinary Shares of 25p each in the capital of the Company where the equity securities respectively attributable to the interests of the holders of Ordinary Shares are proportionate to the respective amounts of Ordinary Shares then held by them, but subject to such exclusion or other arrangements as the directors may deem necessary or expedient to deal with legal or practical problems under the laws of, or the requirements of any regulatory or stock exchange authority in, any jurisdiction; and

(ii) to the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to a maximum nominal amount of £10,112,520.

(b) expire at the earlier of 20 August, 1992 or the conclusion of the Annual General Meeting of the Company to be held in 1992 except to the extent that the same is renewed or extended prior to or at such meeting; and

(c) permit the Company to make an offer or enter into any agreement before the expiry of such power which would or might require equity securities to be allotted after this power has expired and the directors may allot equity securities pursuant to such offer or agreement.

A.W.P. STENHAM

CHAIRMAN OF THE MEETING

Company No. 2454830

THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

WIGGINS TEAPE APPLETON p.l.c.

(Passed 21st May, 1991)

At an Extraordinary General Meeting of the above-named Company duly convened and held on Tuesday 21st May, 1991 at The Brewery, Chiswell Street, London EC1Y 4SD the following Resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

That the name of the Company be changed to  
ARJO WIGGINS APPLETON p.l.c.

A.W.P. STENHAM

CHAIRMAN OF THE MEETING

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THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

- of -

WIGGINS TEAPE APPLETON p.l.c.

(Passed 27th April, 1990)

At an Extraordinary General Meeting of the above-named Company duly convened and held on 27th April, 1990 at Gateway House, Basingstoke, Hampshire, RG21 2EE the following Resolutions were duly passed as Special Resolutions:

SPECIAL RESOLUTIONS

That the Directors be and they are hereby empowered to make allotment of equity securities (as defined in Section 94 of the Companies Act 1985) for cash, pursuant to any general authority conferred upon them for the purposes of Section 80 of the Companies Act 1985, as if Section 89 of the Companies Act 1985 did not apply thereto provided that such power shall

(a) be limited

- (i) to the allotment of equity securities in connection with a rights issue in favour of holders of Ordinary Shares in the Company where the equity securities respectively attributable to the interests of the Ordinary shareholders are proportionate to the respective amounts of Ordinary Shares then held by them, but subject to such exclusion or other arrangements as the Directors may deem necessary or expedient to deal with legal or practical problems under the laws of, or the requirements of any regulatory or stock exchange authority in any jurisdiction; and
- (ii) to the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to a maximum nominal amount of £6,250,000;

- (b) expire at the earlier of 26th July, 1990 or the conclusion of the first Annual General Meeting to be held in 1991 except to the extent that the same is renewed or extended prior to or at such meeting; and
- (c) permit the Company to make an offer or enter into any agreement before the expiry of such power which would or might require equity securities to be allotted after this power has expired and the Directors may allot equity securities pursuant to such offer or agreement.

That the object clause (Clause 3) in the memorandum of association of the company be amended by the deletion of all existing objects and the insertion in the place thereof of the clause contained in the document submitted to this meeting and, for the purposes of identification, signed by the Chairman of the Company.

That the regulations contained in the document submitted to this meeting and, for the purpose of identification, signed by the Chairman of the Company be approved and adopted as the new Articles of Association of the Company in substitution for and to the exclusion of all the existing thereof.

S.R. WALLS

CHAIRMAN OF THE MEETING



Company No. 2454830

THE COMPANIES ACT 1985

PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

PEARGILT PUBLIC LIMITED COMPANY

(passed at an Extraordinary General  
Meeting held on 1st February 1990)

At an Extraordinary General Meeting of the above named Company duly convened and held at Watling House, 35 Cannon Street, London, EC4M 3SD on 1st February, 1990 the following resolution was passed as a special resolution of the Company:

SPECIAL RESOLUTION

That the Company's name be changed to  
"Wiggins Teape Appleton p.l.c."

C. WILSON  
DIRECTOR

Company Number 2454830

THE COMPANIES ACTS 1985 AND 1989

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A PUBLIC COMPANY LIMITED BY SHARES

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MEMORANDUM OF ASSOCIATION

OF

ARJO WIGGINS APPLETON p.l.c.

(adopted by Special Resolution  
passed on 27 April, 1990)