

**BLF (Middlesbrough) 13 LIMITED**

---


**WRITTEN RESOLUTION**


---

We, the undersigned, being the sole member of the Company, HEREBY RESOLVE to pass the following resolutions as written resolutions pursuant to the Articles of Association of the Company:

**RESOLUTIONS**

- 1 THAT the regulations contained in the document now produced and initialled by way of identification be adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.
- 2 THAT the share capital of the Company be hereby increased from £1,000 to £1,240,000 by the creation of 1,239,000 additional Ordinary Shares of £1 each.
- 3 THAT:
  - (a) the Directors of the Company be hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to allot relevant securities up to an aggregate nominal amount of £1,240,000 for the period expiring on the fifth anniversary of the passing of this Resolution, (provided that the Company may before such expiry make an offer or agreement which would or might require such shares to be allotted after such expiry and the Directors may allot relevant securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired); and
  - (b) the Directors be hereby empowered, during the period expiring on the fifth anniversary of the passing of this Resolution to allot or make offers or agreements to allot equity securities pursuant to the authority granted by paragraph (a) of this Resolution as if Section 89(1) of the Companies Act 1985 did not apply to any such allotment

  
.....  
BL Fraser Limited



17 March 2000



No. 3938660

THE COMPANIES ACTS 1985 and 1989

---

COMPANY LIMITED BY SHARES

---

NEW ARTICLES OF ASSOCIATION

(Adopted by Written Resolution passed on 17 March 2000)

-of-

BLF (Middlesbrough) 13 LIMITED



21/03/00

Ref: 578/B13459.6/CP1:75174.2/fk  
-2-

578/B13459.6/CP1:75174.2/fk

THE COMPANIES ACTS 1985 and 1989

---

COMPANY LIMITED BY SHARES

---

NEW ARTICLES OF ASSOCIATION

of

BLF (Middlesbrough) 13 LIMITED

(Adopted by Written Resolution passed on 17 March 2000)

---

**1 Adoption of Table A**

In these articles "Table A" means Table A scheduled to the Companies (Tables A to F) Regulations 1985 as amended prior to the date of adoption of these articles. The regulations contained in Table A shall, except where they are excluded or modified by these articles, apply to the company and, together with these articles, shall constitute the articles of the company. No other regulations set out in any statute concerning companies, or in any statutory instrument or other subordinate legislation made under any statute, shall apply as the regulations or articles of the company.

**2 Interpretation**

- 2.1 In these articles "Business Day" means a day (other than a Saturday or Sunday) on which banks are open for business (other than solely for trading and settlement in euro) in London and "Associated Company" means a subsidiary, subsidiary undertaking, holding company or parent undertaking of a company and a subsidiary or subsidiary undertaking of any such holding company or parent undertaking.
- 2.2 Words and expressions which bear particular meanings in Table A shall bear the same meanings in these articles.
- 2.3 Headings are for convenience only and shall not affect construction.
- 2.4 A member represented at a general meeting by a duly authorised corporate representative shall be deemed to be present in person.

- 2.5 If, and for so long as, the company has only one member, these articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to such a company.

### **3 Share Capital**

- 3.1 The authorised share capital at the date of adoption of these articles is £1,000 divided into 1,000 ordinary shares of £1 each.
- 3.2 Subject to the provisions of the Act, all unissued shares shall be at the disposal of the Directors and they may allot, grant rights, options or warrants to subscribe or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 3.3 Subject to the provisions of these articles, the directors are unconditionally authorised to exercise all powers of the company to allot relevant securities. The maximum nominal amount of relevant securities that may be allotted under this authority shall be the nominal amount of the unissued share capital at the date of adoption of this article or such other amount as may from time to time be authorised by the company in general meeting. The authority conferred on the directors by this article shall remain in force for a period of five years from the date of adoption of this article but may *be revoked varied or renewed from time to time by the company in general meeting in accordance with the Act.*
- 3.4 Sections 89(1) and 90(1-6) of the Act shall not apply to any allotment of equity securities (as defined in section 94 of the Act).
- 3.5 Subject to the provisions of Part V Chapter VII of the Act the Company may:
- (a) issue any shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder thereof;
  - (b) purchase its own shares (including any redeemable shares);
  - (c) make a payment in respect of the redemption or purchase under sections 159 to 161 or (as the case may be) Section 162 of the Act of any of its shares otherwise than out of its distributable profits or the proceeds of a fresh issue of shares.

### **4 Fully paid shares**

No share shall be issued partly paid. Regulations 8 to 22 (inclusive) of Table A shall not apply.

### **5 Commissions**

No commission shall be paid by the company to any person in consideration of his subscribing or agreeing to subscribe for any shares or procuring or agreeing to procure subscriptions for any shares. Regulation 4 of Table A shall not apply.

### **6 Ineligible persons**

No allotment or transfer of any share shall be made to any person who is not a body corporate.

### **7 General meetings**

The directors may and on the requisition of any member the directors shall, call a general meeting. Regulation 37 shall be modified accordingly.

## **8 Proceedings at general meetings**

- 8.1 No resolution shall be voted on and no other business shall be transacted at any meeting unless a quorum is present when such vote is taken or other business is transacted and no resolution or transaction shall be effective unless a quorum is so present. Save as herein otherwise provided, the quorum at any general meeting shall be two or more members present in person or by proxy provided that if the Company shall have only one member, one member present in person or by proxy shall be a quorum. Regulation 40 shall be modified accordingly.
- 8.2 If a quorum is not present within half an hour from the time appointed for a meeting, or if during any meeting a quorum ceases to be present, the meeting shall be dissolved. Regulation 40 shall be modified accordingly. Regulation 41 shall not apply.
- 8.3 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded by any member and a demand by a person as proxy for a member shall be the same as a demand by the member. Regulation 46 of Table A shall not apply. A poll demanded on any question shall be taken forthwith. Regulations 51 and 52 shall not apply.
- 8.4 The Chairman of any general meeting shall not be entitled to a second or casting vote in any circumstances. Regulation 50 shall not apply.
- 8.5 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and in any common form or in such other form as the directors may approve and shall be deemed to include authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated in it, be valid for any adjournment of the meeting as well as for the meeting to which it relates. Regulations 60 and 61 of Table A shall not apply.
- 8.6 The instrument appointing a proxy and any authority under which it is executed or a copy of the authority, certified notarially or in some other manner approved by the directors may be delivered:
- (a) to the office not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to act; or
  - (b) at that meeting;

and an instrument of proxy which is not so delivered shall be invalid. A faxed or other machine made copy of an instrument appointing a proxy shall be treated as such an instrument for the purpose of this article provided that it is received in a complete and legible form. Regulation 62 of Table A shall not apply.

## **9 Participation at general meetings**

Any one or more members may participate in and vote at general meetings by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. Any member so participating in a meeting shall be deemed to be present in person and shall count towards the quorum. 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.

## **10 Number of directors**

The minimum number of directors shall be four or such other even number as the Company may from time to time by ordinary resolution determine two of whom must be persons appointed as "A" Directors pursuant to Article 14.2 (both, an "A' Director") and the other two must be persons appointed as "B" Directors pursuant to Article 14.3 (both, a "B' Director"). Unless otherwise determined by the Company from time to time by ordinary resolution there shall be no maximum number of directors. Regulations 64 and 90 shall not apply.

## **11 Alternate directors**

11.1 Any 'A' Director or 'B' Director, as the case may be, may at any time by writing under his hand and served on the Company at the office, or delivered at a meeting of the directors, appoint any person (including another director) to be his alternate director and may in like manner at any time revoke such appointment. The same person may be appointed as the alternate director of more than one director. Regulations 65 and 67 shall not apply.

11.2 Regulations 65 and 68 and the last sentence of Regulation 66 of Table A shall not apply.

## **12 Powers of directors**

Subject to the provisions of the Act, the memorandum and these articles, the business of the company shall be managed by the directors who may exercise all the powers of the company. No alteration of the memorandum or articles shall invalidate any prior act of the directors which would have been valid if that alteration had not been made. The powers given by this article shall not be limited by any special power given to the directors by these articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors. Regulation 70 of Table A shall not apply.

## **13 Delegation of directors' powers**

A committee of the directors must include at least two 'A' Directors and at least one 'B' Director. No such committee shall have power to sub-delegate. Regulation 72 shall be modified accordingly.

## **14 Appointment and Retirement of Directors**

14.1 The directors of the Company shall not retire by rotation, and Regulations 73 to 80 (inclusive) and Regulation 90 shall not apply.

14.2 For so long as BL Fraser Limited holds not less than 90% of the issued Shares of the Company:

- (a) the holders of a majority in nominal value of the issued 'A' Shares in the capital of BL Fraser Limited shall be entitled at any time and from time to time to appoint any three persons as 'A' Directors and to remove any such 'A' Director from office and to appoint any other person in place of any such 'A' Director so removed or dying or otherwise vacating office; and
- (b) the holders of a majority in nominal value of the issued 'B' Shares in the capital of BL Fraser Limited shall be entitled at any time and from time to time to appoint any three persons as 'B' Directors and to remove any such 'B' Director from office and to appoint

any other person in place of any such 'B' Director so removed or dying or otherwise vacating office.

14.3 Every appointment or removal made pursuant to Article 14.2 shall be made by notice in writing to the Company signed by or on behalf of the person or persons entitled to make the same. Such notice shall take effect when served or deemed to be served on the Company in accordance with Article 15.

14.4 Save as provided by this Article and subject to the provisions of the Act, no director of the Company shall be appointed or removed from office, and the Company in General Meeting shall have no power of appointing or removing directors, but each of the directors appointed by or under this Article and every other director hereafter appointed shall hold office until he is either removed in a manner provided by this Article or dies or otherwise vacates office under the provisions contained in Article 10.

#### **15 Disqualification and removal of directors**

The office of a director shall be vacated in any of the events specified in Regulation 81.

#### **16 No age limit on share qualification**

No director shall be required to retire or vacate his office, and no person shall be ineligible for appointment as a director, by reason of his having attained any particular age. No shareholding qualification for directors shall be required.

#### **17 Appointment of Chairman**

The holders of a majority in nominal value of the issued shares shall be entitled, by notice in writing to the Company, to appoint a director to act as the Chairman of the board of directors on a rotating basis. Each such appointment shall be for a term until and including the next annual general meeting. The first chairman appointed shall be a 'B' Director (who for the avoidance of doubt shall be chairman until and including 30 July 2000) and the next succeeding chairman shall be an 'A' Director, and so forth. If any chairman ceases to hold that office during his term, the class of member which appointed him shall be entitled to appoint another director to fill that office for the remainder of the one year term. The chairman shall preside at any directors' meeting and general meeting at which he is present. Regulation 91 of Table A shall be modified accordingly.

#### **18 Remuneration of directors**

No director shall be entitled to remuneration from the Company for his services as a director. Regulations 82 and 87 shall not apply.

#### **19 Convening directors' meetings**

19.1 The directors shall hold meetings at least once every three months.

19.2 At least four Business Days' notice of each meeting of the directors shall be given to each director entitled to attend and the notice shall be accompanied by an agenda and a board paper setting out in such reasonable detail as may be practicable in the circumstances the subject matter of the meeting. Breach of this Article 19.2 shall not affect the validity of any meeting of the directors which has otherwise been validly convened.

- 19.3 Notice of a meeting of the directors shall be given to all directors including any director who is for the time being absent from the United Kingdom. A director may waive notice of any meeting either prospectively or retrospectively. Regulation 88 of Table A shall be modified accordingly.

**20 Quorum at directors' meetings**

- 20.1 No business shall be transacted at any meeting of the directors unless a quorum is present. A quorum shall exist at any directors' meeting if at least two 'A' Directors and at least one 'B' Director are present or represented by an alternate. Regulation 89 of Table A shall not apply.

- 20.2 If a quorum is not present at a meeting of the directors at the time when any business is considered any director may require that the meeting be reconvened. At least seven days' notice of the first, and if necessary, the second reconvened meeting will be given in writing unless all the directors agree. If a quorum is not present at the reconvened meeting any director may require that the meeting be reconvened for a second and, if necessary, a third time. The same period of notice will apply as for the first and, if necessary, second reconvened meeting. At the second reconvened meeting, a quorum shall exist with respect to those matters on the agenda which were not disposed of at the original meeting if any two or more directors are present or represented by an alternate.

**21 Voting at directors' meetings**

No resolution of the directors shall be effective unless at least two 'A' Directors (including alternate directors attending the meeting on behalf of an 'A' Director) and at least one 'B' Director (including alternate directors attending the meeting on behalf of a 'B' Director) shall have voted in favour of the resolution. Regulation 88 of Table A shall be modified accordingly.

**22 Directors' interests**

A director present or represented by an alternate shall be counted in the quorum and be entitled to vote at a meeting of directors on any resolution concerning a matter in which he has, directly or indirectly, a material interest or duty. Regulations 94 to 98 (inclusive) of Table A shall not apply.

**23 Participation at directors' meetings**

Any one or more directors may participate in and vote at directors' meetings by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. Any director so participating in a meeting shall be deemed to be present in person and shall count towards the quorum. 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.

**24 Written resolutions of directors**

A resolution in writing signed by all the directors shall be as valid and effective for all purposes as a resolution passed by the directors at a meeting duly convened, held and constituted. The resolution may be contained in one document or in several documents in like form each executed by one or more of the directors concerned. A resolution signed by an alternate director need not also be signed by his appointer and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity. Regulation 93 of Table A shall not apply.



**25 Official seal**

The company may exercise all the powers conferred by the Act with regard to having any official seal for use abroad and such powers shall be vested in the directors. Subject to the provisions of the Act, any instrument to which an official seal is affixed shall be signed by such persons, if any, as the directors may from time to time determine.

**26 Accounts**

Regulation 109 of Table A shall not apply.

**27 Language**

General meetings and meetings of the directors and any committee shall be conducted in English. Notices (including accompanying papers) and minutes of such meetings shall be prepared in English.

**28 Notices**

28.1 Any notice to be given to or by any person pursuant to these articles shall only be effective if it is in writing. Faxes are permitted. Regulation 111 of Table A shall not apply.

28.2 Any notice may be served on or delivered to any person under these articles:

- (a) personally; or
- (b) by leaving it for, or sending it by post addressed to, a member at his registered address, the company at its registered office or a director at an address provided by the director for this purpose; or
- (c) by fax to a number provided by the member, company or director for this purpose; or
- (d) by any other means authorised in writing by the member, company or director.

28.3 In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Regulations 112 and 116 of Table A shall not apply.

28.4 A member or director present in person or by proxy or alternate at any meeting of the Company or of the holders of any class of shares in the Company or at any meeting of the directors shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called. Regulation 113 of Table A shall not apply.

**29 Time of Service**

29.1 Any notice given under these articles shall, in the absence of earlier receipt, be deemed to have been duly given as follows:

- (a) if delivered personally, on delivery;
- (b) if sent by first class post, two clear Business Days after the date of posting; and
- (c) if sent by facsimile or e-mail, when despatched; and

any notice given under this agreement outside Working Hours in the place to which it is addressed will be deemed not to have been given until the start of the next period of Working Hours in such place. "Working Hours" means 9.30 am to 5.30 pm on a Business Day.

29.2 Regulation 115 of Table A shall not apply.

**30 Officer's Insurance**

The Company may purchase and maintain for any director, secretary or other officer of the Company insurance against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company. Regulation 118 shall not apply.