

**The Companies Acts 1985 (as amended)  
Private Limited Company**

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**Written Resolution of  
Steel Plate and Sections (Scotland) Limited ("the Company")**

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**Pursuant to Section 381A of the Companies Act 1985 (as amended)**

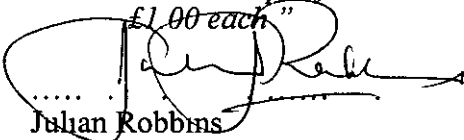
We undersigned, being all of the members of the Company who would be entitled to attend and vote at a general meeting of the Company hereby pass the following resolutions as special resolutions of the Company and agree that such resolutions shall be valid and effective as if it had been passed at an extraordinary meeting of the Company duly convened and held

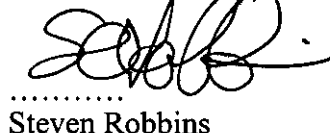
**WRITTEN RESOLUTIONS<sup>1</sup>**

**Special Resolutions**

- 1 That the authorised but unissued share capital of 4,000 'Management Shares' of £1 each at the date hereof be re designated as 4,000 ordinary shares of £1 each, each having all the rights attached to them as conferred by the Articles of Association to be adopted pursuant to resolution 2 below and to rank pari passu in all respects to the 6,000 existing ordinary shares of £1 00 each in the share capital of the Company
- 2 That the Regulations contained in the printed document attached to this written resolution be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.
3. That Clause 5 of the Memorandum of Association of the Company be amended to reflect the share capital of the Company as created pursuant to the adoption of these written resolutions by deleting the existing Clause 5 and stating in substitution a new Clause 5 as follows.

*"The Company's share capital is £10,000 divided into 10,000 ordinary shares of £1.00 each"*

.....  
  
Julian Robbins

.....  
  
Steven Robbins

<sup>1</sup> A copy of these resolutions has been supplied to the auditors of the Company prior to or at the same time as it being provided to the members of the Company for signature in accordance with Section 381B of the Companies Act 1985 as amended

2 July 2007



**THE COMPANIES ACT 1985**  
**and**  
**THE COMPANIES ACT 1989**  
  
**PRIVATE COMPANY LIMITED BY SHARES**  
  
**NEW**  
**ARTICLES OF ASSOCIATION**  
  
**-of**  
  
**STEEL PLATE AND SECTIONS (SCOTLAND) LIMITED**  
  
**(Company Registration Number: SC063812)**  
  
**(Adopted by Written Resolution dated 2nd July 2007)**

**PRELIMINARY**

The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No 1052) and as further amended by the Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No. 3373) (such Table being hereinafter called "Table A") shall apply to the company save in so far as they are varied or excluded by or are inconsistent with these articles, and regulation 1 shall so apply as if references to "these regulations" included references to these articles. Accordingly, in these articles, "the Act" means the Companies Act 1985, including any statutory modification or re enactment of it for the time being in force; and any reference in these articles to a provision of that Act includes a reference to any statutory modification or re enactment of that provision for the time being in force.

Regulations 24, 57, 62, 68, 73 to 80 (inclusive), the fifth sentence of 88, 94 to 97 (inclusive) and 101 and 118 of Table A shall not apply to the company.

**INTERPRETATION**

In these Articles unless the context otherwise requires

- |                        |   |
|------------------------|---|
| <b>"the Company"</b>   | means Steel Plate and Sections (Scotland) Limited (Company registration number: SC063812) |
| <b>"the directors"</b> | means the Stemcor Directors and other directors of the Company from time to time          |
| <b>"member"</b>        | means a member of the Company from time to time   |

**“the Stemcor Director(s)”** means the directors of the Company from time to time who are nominated by the members of the Company at their sole and absolute discretion from time to time after the date of adoption of these articles.

## **ALLOTMENT OF SHARES**

- 1 Pursuant to Section 80 of the Act, the directors are generally and unconditionally authorised to exercise any power of the company to allot and grant rights to subscribe for or convert securities into shares of the company up to the amount of the authorised share capital with which the company is incorporated at any time or times during the period of five years from the date of incorporation and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by ordinary resolution of the company in general meeting.
- 2 Sections 89(1) and 90(1) to (6) (inclusive) of the Act, in their application to allotments by the company of equity securities, are hereby excluded.

## **TRANSFER OF SHARES**

- 3 Regulation 23 of Table A shall apply to the company as if the instrument of transfer of any share shown in the Memorandum of Association to have been taken by a subscriber to it need not be executed by or on behalf of the transferee, even where the share is not fully paid.
- 4 The directors may in their absolute discretion, and without giving any reason, decline to register any transfer of any share, whether or not fully paid.

## **PROCEEDINGS AT GENERAL MEETINGS**

- 5 Where the company has only one member, regulation 40 of Table A shall apply to the company as if reference to two persons were a reference to one and the word "each" were omitted.
- 6 At the end of regulation 41 of Table A there shall be inserted the following “If within half an hour from the time appointed for the holding of an adjourned meeting a quorum is not present, the meeting shall be dissolved.”
- 7 In regulation 59 of Table A, the second sentence shall be omitted.

## **DELIVERY OF PROXIES**

- 8 The appointment of a proxy and (if required by the directors) any authority under which the proxy is appointed or a copy of the authority, certified notarially or in some other manner approved by the directors, shall be deposited or received at the office (or at such other place or address, including an address for the purpose of receiving electronic communications, or delivered to such person, as may be specified or agreed by the directors) at or before the time for holding the meeting or adjourned meeting at which the person named in the appointment of proxy proposes to act or, in the case of a poll taken subsequently to the date of the meeting or adjourned meeting, at or before the time appointed for the taking of the poll, and an appointment of proxy which is not so deposited, received or delivered shall be invalid.

## **NUMBER OF DIRECTORS**

- 9 Unless other wise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall not be less than one director (who must always be appointed as a Stemcor Director). If and so long as there shall be one director only he shall be entitled to exercise all the powers and shall carry out all the duties assigned to directors and the provisions of these articles and the regulations of Table A shall be construed accordingly. In regulation 64 of Table A for the word "two" there shall be substituted the word "one"

## **ALTERNATE DIRECTORS**

- 10 An appointment or removal of an alternate director may be effected at any time by notice in writing to the company given by his appointor. An alternate director may also be removed from his office by not less than twenty four hours' notice in writing to the company and to the appointor given by a majority of his co directors. This article shall have effect in substitution for regulation 68 of Table A which shall not apply to the company

## **BORROWING POWERS**

- 11 The directors may exercise all the powers of the company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and, subject to Section 80 of the Act, to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the company or of any third party.

## **APPOINTMENT, RETIREMENT AND REMOVAL OF DIRECTORS**

- 12 A member or members holding a majority in nominal value of the issued ordinary shares in the Company may appoint any person who is willing to act to be a director, either to fill a vacancy or (subject to article 79 of Table A) as an additional director, and may remove from office any director however appointed on written notice to the Company. Any such notice of appointment or removal shall be effected by an instrument in writing signed by the member or members concerned or, in the case of a corporate member, signed by one of its directors on its behalf, and shall take effect on lodgement at the registered office.
- 13 The directors may appoint any person who is willing to act to be a director, either to fill a vacancy or (subject to article 79 of Table A) as an additional director.
- 14 The removal of a director under article 81 of Table A shall be without prejudice to any claim the director may have for breach of any contract of service between him and the Company
- 15 No person shall be disqualified from being or becoming a director by reason of his attaining or having attained the age of 70 or any other age

## **PROCEEDINGS OF DIRECTORS**

- 16 The quorum necessary for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall throughout the meeting

be two directors of whom one must be a Stemcor Director. A person who holds office only as an alternate director shall, if his appointer is not present, be counted in the quorum.

17. A director who has duly declared his interest (so far as he is required to do so) may vote at a meeting of the directors or of a committee of the directors on any resolution concerning a matter in which he is interested, directly or indirectly. If he does, his vote shall be counted, and whether or not he does, his presence at the meeting shall be taken into account in calculating the quorum.
18. Pursuant to Article 9, If and so long as there shall be one director only he shall be entitled to exercise all the powers and shall carry out all the duties assigned to directors and the provisions of these Articles and the regulations of Table A shall be construed accordingly. In regulation 64 of Table A for the word "two" there shall be substituted the word "one".
19. The directors may delegate any of their powers to any committee consisting of 2 or more directors one of whom shall be a Stemcor Director. The Stemcor Directors may also entrust to and confer upon any Stemcor Director any of the powers exercisable by them. Any such delegation may be made upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers. Subject to any such conditions, the proceedings of such a committee shall be governed by these articles regulating the proceedings of directors so far as they are capable of applying. Regulation 72 of Table A shall not apply.
20. Any Director (other than an alternate director) may appoint any person to be an alternate director and may remove from office an alternate director appointed by him. For the purposes of these articles, an alternate director appointed by a Stemcor Director shall be deemed to be a Stemcor Director.
21. An alternate director may be paid expenses and shall be entitled to be indemnified by the Company to the same extent *mutatis mutandis* as if he were a director but shall not be entitled to receive from the Company any fee in his capacity as an alternate director except only such part (if any) of the remuneration otherwise payable to the director appointing him as such director may by notice in writing to the Company from time to time direct.
22. Every person acting as an alternate director shall have one vote for each director for whom he acts as alternate (in addition to his own vote if he is also a director) but he shall count as only one director for the purpose of determining whether a quorum is present. The signature of an alternate director to any resolution in writing of the directors or of a committee of the directors shall, unless notice of his appointment provides to the contrary, be as effective as the signature of his appointor.
23. If a disagreement arises at a meeting of the board of directors, the Chairman (who shall always be a Stemcor Director) shall be entitled to an additional vote. The additional vote of the chairman shall be exercised by him in good faith in the interests of the efficient running of the Company.

## **TELEPHONE AND ELECTRONIC COMMUNICATION AT BOARD MEETINGS**

24. A meeting of the directors may be held between directors some or all of whom are in different places provided that each director who participates in the meeting is able to communicate with each of the other participating directors whether directly, by conference telephone or by any form of electronic communication or a combination of such methods, such that each director is able
- (a) to hear each of the other participating directors addressing the meeting; and
  - (b) if he so wishes, to address each of the other participating directors simultaneously
- 25 A quorum shall be deemed to be present if those conditions are satisfied in respect of at least the number and designation of directors required to form a quorum. A director shall be regarded for all purposes as being present in person if and for so long as those conditions are satisfied in respect of him. A meeting held in this way shall be deemed to take place at the place where a majority of the directors participating in the meeting is assembled or, in default of such a majority, at the place where the chairman of the meeting is physically present

## **RESOLUTIONS IN WRITING**

- 26 A resolution in writing signed by all of the directors entitled to receive notice and vote at a meeting of the board of directors shall be as valid and effectual as if it had been passed at a meeting of the board of directors duly convened and held For this purpose
- (a) a resolution may be by means of an instrument or contained in an electronic communication sent to such address (if any) as may for the time being be notified by the company for that purpose;
  - (b) a resolution may consist of several instruments or several electronic communications, each executed by one or more directors, or a combination of both;
  - (c) a resolution signed by an alternate director need not also be signed by his appointor; and
  - (d) a resolution signed by a director who has appointed an alternate director need not also be signed by the alternate director in that capacity
- 27 For the purpose of this article, "electronic communications" shall have the meaning given to it by Section 15 (1) of the Electronic Communications Act 2000.

## **THE SEAL**

- 28 If the company has a seal it shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or a second director
- 29 The obligation under regulation 6 of Table A relating to the sealing of share certificates shall apply only if the company has a seal.
30. The company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

## **INDEMNITY**

31. Every director or other officer or auditor of the company shall be indemnified out of the assets of the company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the company in the execution of the duties of his office or in relation thereto. But this article shall only have effect insofar as its provisions are not avoided by Section 310 of the Act
- 32 The directors shall have power to purchase and maintain for any director, officer or auditor of the company insurance against any liability as is referred to in Section 310(1) of the Act