

75/53

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES of ASSOCIATION

of

Wm McKINNON & CO LIMITED  
(as adopted on 20<sup>th</sup> September 1995)



1. The Regulations contained or incorporated in Table A as prescribed by the Companies (Tables A to F) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Regulations of the Company.
2. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and 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.
3. The share capital of the Company at the date of the adoption of this Article is Sixty five Thousand Pounds divided into Fifteen Thousand preference shares of One Pound each ("the preference shares"), Seventeen Thousand Seven Hundred and Thirty-Seven "A" ordinary shares of One Pound each ("the "A" ordinary shares"), Sixteen Thousand and Forty-Seven "B" ordinary shares of One Pound each ("the "B" ordinary shares"), and Sixteen Thousand, Two Hundred and Sixteen "C" ordinary shares of One Pound each ("the "C" ordinary shares").

The rights attaching to the respective classes of shares shall be as follows:-

- (a) The profits of the Company available for distribution in respect of any financial year shall be applied:-
  - (i) firstly, in paying (if and so far as, in the opinion of the directors, the profits of the Company justify such payment) to the holders of the preference shares a non-cumulative)

preferential net cash dividend of Fifty per cent per annum on the amount for the time being paid up on each share (hereinafter in these articles referred to as "the preference dividend") annually within three months after the accounting preference date of the Company in respect of the accounting reference period ending on that date; and

- (ii) secondly, in distributing any further profits which the Company may determine to distribute in respect of any financial period amongst the holders of the "A" ordinary shares, and/or amongst the holders of the "B" ordinary shares, and/or amongst the holders of the "C" ordinary shares in such manner and in such proportions as the directors in their sole discretion shall determine from time to time.

Every dividend shall be distributed to the appropriate class of shareholders pro rata according to the amounts paid up or credited as paid up on the shares held by them respectively;

- (b) On a return of assets on liquidation or otherwise, the assets of the Company remaining after the payment of its liabilities shall be applied:-

- (i) firstly, in paying to the holders of the preference shares in aggregate a sum equal to the net asset value of the Company as disclosed in the statutory audited balance sheet of the Company as at 30 September 1990; and
- (ii) secondly, the balance of such assets shall be distributed amongst the "A" ordinary shareholders, the "B" ordinary shareholders and the "C" ordinary shareholders in proportion to the amounts paid up or credited as paid up on the ordinary shares held by them respectively.

The preference shares shall not confer the right to any further or other participation in the profits or assets of the Company.

- 4. Whenever the capital of the Company is divided into different classes of shares, the special rights attached to any class may be varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an Extraordinary Resolution passed at a separate meeting of the holders of the shares of that class, but not otherwise. To every such separate meeting all the provisions of these Articles relating to General Meetings of the Company shall mutatis mutandis apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one third in nominal amount of the issued shares of the class (but so that if at any adjourned meeting of such holders a

quorum as above defined is not present those members who are present shall be a quorum) and that the holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively, provided that, without prejudice to the generality of this Article, the special rights attached to the reference shares shall be deemed to be varied:-

- (a) by any alteration or increase or reduction of the authorised or issued capital of the Company or of any of its subsidiaries, or by any variation of the rights attached to any of the shares for the time being in the capital of the Company or of any of its subsidiaries; or
  - (b) by the sale of the undertaking of the Company or of any of its subsidiaries or any substantial part thereof or of any share capital of any of its subsidiaries; or
  - (c) by any alteration of the restrictions on the powers of the directors of the Company and its subsidiaries to borrow, give guarantees or create charges; or
  - (d) by the application by way of capitalisation of any sum in or towards paying any debenture or debenture stock of the Company; or
  - (e) by the calling of a meeting of the Company for the purpose of considering a resolution for the winding up of the Company; or
  - (f) by the calling of a meeting of the Company for the purpose of considering a resolution to approve a contract by the Company to purchase any of its shares; or
  - (g) by the calling to a meeting of the company for the purpose of considering a resolution for amending the Memorandum and Articles of Association of the Company;
5. The preference shares shall not entitle the holders thereof to receive notification of or attend or vote at any general meeting of the Company.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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Stephen Mabbott  
24 Castle Street  
Edinburgh  
Company Registration Agent

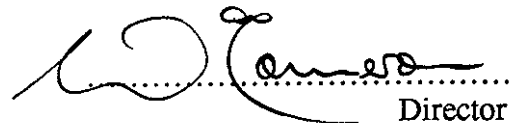
Andrew Cockburn  
24 Castle Street  
Edinburgh  
Company Registration Agent

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Dated this 24th day of May, 1981.

Witness to the above signatures:- Iain Daniels  
24 Castle Street  
Edinburgh  
Company Registration Agent

What is contained in this and the three preceding pages is a print of the Articles of Association adopted by Special Resolution of the members of the company passed on ~~28<sup>th</sup>~~ September 1995.

  
Director