



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

No. 74125

I hereby certify that

**RICHARD AUSTIN ALLOYS LIMITED**

is this day incorporated under the Companies Acts 1948 to 1980 as a private company and that the Company is limited.

Given under my hand at Edinburgh the 6 March 1981

*D. D. Robertson*

*Registrar of Companies*

THE COMPANIES ACTS 1948 TO 1980

# Declaration of compliance with the requirements on application for registration of a company

412

Please do not  
write in this  
binding margin

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

[ ] [ ] [ ] [ ] [ ] [ ]

[ ] [ ] [ ] [ ] [ ] [ ] 74125

Name of Company

RICHARD AUSTIN ALLOYS LIMITED

Please complete  
legibly, preferably  
in black type, or  
bold block  
lettering

\*Insert full name  
of Company

I, Morinne MacDonald,of Provincial House, 140 West George Street, Glasgow,

†Please indicate  
whether you are  
a Solicitor of  
the Supreme  
Court (or in  
Scotland 'a  
Solicitor')  
engaged in the  
formation of the  
company, or  
a person named  
as director or  
secretary of the  
company in the  
statement  
delivered under  
section 21 of the  
Companies Act  
1976

do solemnly and sincerely declare that I am a solicitor engaged in the formationof \* Richard Austin Alloys Limited

and that all the requirements of the Companies Acts 1948 to 1980  
in respect of the registration of the said company  
and of matters precedent and incidental thereto have been complied with.  
And I make this solemn Declaration conscientiously believing  
the same to be true and by virtue of the provisions of the  
Statutory Declarations Act 1835

Declared at GLASGOW

Signature of Declarant

the Twenty fifth day of FebruaryOne thousand nine hundred and eighty one

before me

Fergus E. G. Fraser, J.P.  
~~Notary Public or Justice of the Peace~~  
~~Solicitor or other person qualified to administer oaths~~  
~~Minister of the Gospel~~

Morinne MacDonald.

Presenter's name, address and  
reference (if any):

Dorman Jeffrey & Co.,  
Provincial House,  
140 West George Street,  
Glasgow, G2 2HH.

6/K7

For official use

New companies section

Post room

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

RICHARD AUSTIN ALLOYS LIMITED

see Articles for Tan

#7

74125/2

R202/80

1. The name of the Company is "RICHARD AUSTIN ALLOYS LIMITED".
2. The Registered Office of the Company will be situate in Scotland.
3. The objects for which the Company is established are:-  
To carry on all or any of the trades or businesses of dealers and merchants in, manufacturers, processors, blenders, rollers and cutters, smelters and refiners of and storers and transporters of all and every kind of metal, ferrous and non-ferrous makers and merchants of and dealers in all and every kind of produce and article composed in whole or in part of any kind of metal or alloy or compound thereof, light and heat engineers, machine tool makers and repairers, designers, manufacturers of, repairers of, and vendors of engines, whether powered by coal, steam, oil, petrol, electricity, gas or nuclear power, electrical, mechanical, heating, lighting, hydraulic, gas, electronic and nuclear engineers, steel makers, iron and brass founders, metal workers, machinists, metallurgists, chemists, woodworkers, builders, painters, carriers by land, sea and air manufacturers, suppliers of and workers and dealers in plastics and all other chemical or compounds thereof and articles made or partly made thereof, manufacturers of, storers of and dealers in all and every kind of household appliances, makers and merchants of and dealers in ropes, chains, hawsers, string and twine of every kind and description and to produce manufacture, work up, treat, buy and sell, import and export and generally deal in all or any of the substances, articles, goods and products before mentioned or referred to or in materials or articles required in connection with any of the foregoing businesses and also all implements, vehicles, provisions and things capable of being used in connection with any of the operations before mentioned or referred to and all these trades or businesses may be carried on whether wholesalers or retailers.

- (4) To sell, exchange, or otherwise dispose of, deal with, or turn to account, any of the shares, stocks, and others acquired or agreed to be acquired, and generally to vary the securities and investments of the Company from time to time.
- (5) To lend money with or without security to any parties and on such terms as may seem expedient or to make advances upon investments, to negotiate loans, to offer for public subscription or otherwise, and to assist in placing any investments and generally to advance and lend money and assets of all kinds.
- (6) To undertake and execute any trusts which the Company may think it expedient to undertake; and to act as agents, managers, secretaries, registrars, executors, factors or liquidators.
- (7) To guarantee or become liable for the payment of money or for the performance of any obligations and generally to transact all kinds of guarantee business; and to undertake obligations of every kind and description upon such terms as the Company or its Directors may consider desirable, and by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future) to secure and guarantee the performance by the Company or any other Company of any obligation undertaken by the Company or any other Company as the case may be.
- (8) To receive money on deposit, loan or otherwise, upon such terms as the Company may approve; and to carry on business as bankers and financiers and to undertake and carry out all such deals and transactions as any individual may lawfully undertake and carry out.

(9)/

- (9) To purchase, feu, take on lease or in exchange or by other means acquire and hold any feudal, freehold, leasehold or other property or lands, tenements and hereditaments and any rights, privileges, servitudes and easements over or in respect of any property, and to manage, maintain, improve, develop and turn the same to account, to expend money in maintaining, improving or adding to the marketable value of same or in the demolition of buildings and other erections thereon, or in the erection thereon of buildings of such a nature and for such purposes as to the Directors may seem proper, and to sell, feu, subdivide, let or otherwise dispose of, or deal with, all or any part of any such property or rights.
- (10) To purchase, take on lease, acquire and use for any purposes of the Company, any machinery, stock-in-trade and other property, rights, privileges and interests (including letters patent, licences, copy-rights, trade marks, secret processes, designs, goodwill and concessions), and other rights of whatever kind, real or heritable and personal or moveable or any of them; and to hold, exercise, develop, improve, sell, lease, hire, exchange, mortgage, alter, charge or otherwise deal with or dispose of the same.
- (11) To pay all preliminary expenses of the Company and of any company promoted or formed by the Company or of any company in which the Company or its shareholders is or are or may competently be interested.
- (12) To provide all requisite accommodation and facilities for the purposes of the Company.
- (13)/

- (13) To purchase, lease, or otherwise acquire or undertake the whole or any parts of the business, undertaking, property and liabilities of any person or company carrying on or authorised to carry on any business which the Company is authorised to carry on or which may be conducted so as directly or indirectly to benefit the Company or possessed of any property suitable for the purposes of the Company, or the stock, shares and debentures or other interest of or in any such company, or to amalgamate with any such company, and for the purpose of such amalgamation to transfer the undertaking of the Company to the company or companies with which it is being amalgamated or to accept the transfer to the Company of the undertaking of any such company or part thereof.
- (14) To pay for any purchase or acquisition in cash or by annual, perpetual or terminable payments, redeemable or irredeemable, or by bills of the Company, or by shares of the Company of any class, and whether fully paid up or partly paid up, or by debentures, debenture stock or other securities or acknowledgments of the Company or one or more of them or part of the one and part of the other or others or in any other way.
- (15) To borrow or raise or secure the payment of money for the purposes of the business of the Company in such manner as the Company or its Directors may think fit, and to issue bonds, debentures and debenture stock or other obligations or securities whether charged or not charged on the whole or any part of the property (present and future) assets or revenue of the Company, or its uncalled capital or by mortgage, pledge, conveyance, bond, assignment in security or other obligations of the Company, and to redeem, purchase or pay off such securities.

(16)/

- (16) To draw, make, accept, execute, endorse, negotiate, discount, issue and deal in promissory notes, bills of exchange, drafts, warrants, cheques, mandates, coupons, bills of lading, shipping documents, dock or warehouse warrants and other negotiable or transferable documents.
- (17) To sell, dispose of, or transfer the business or undertaking of the Company, or any branch or part thereof or any property or assets thereof, in consideration of payment in cash or royalties or other perpetual or terminable payments, or in shares (partly or fully paid up) or debentures, debenture stock, or other securities of any other company or in one or other or all of such modes of payment or in such manner and for such consideration as the Company may think fit.
- (18) To promote or concur in promoting any companies for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (19) To enter into any partnership, arrangement for sharing of profits, union of interests, reciprocal concession or co-operation with any persons, companies or societies carrying on or about to carry on any business or branch of business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (20) To adopt such means of making known the business of and the services and facilities provided by the Company and keeping the same before the public as may seem expedient.

(21)/

- (21) To remunerate any person, association, firm or company for services rendered or to be rendered to the Company or in or about the conduct of the Company's business, and that by cash payment or by allotment of shares or securities of the Company credited as paid up in full or in part or otherwise.
- (22) To grant pensions, allowances, gratuities and bonuses or other benefits or any share or interest in the profits of the Company's business or any part thereof and generally, so far as is lawful, to make voluntary or ex gratia payments either in money or moneysworth to Directors or former Directors or employees or ex-employees of the Company, or of any subsidiary, allied or associated company, or of any company or business which is acquired by the Company, or to the widows or children or other dependants of such person, and to make or enter into arrangements for the provision or policies of life assurance or to purchase annuities for any such persons or otherwise to provide for them, and to establish and support or aid in the establishment or support of hospitals, dispensaries, places of recreation, institutions, clubs or organisations, calculated to benefit persons employed by the Company, and to support and subscribe and guarantee money to any public trade, charitable, educational, religious or other object or to any exhibitions or exposition calculated to advance the interest of the Company or the persons employed by the Company or its predecessors in business or any associated or subsidiary Company.
- (23)/



- (23) To distribute any of the property and assets of the Company among the members in specie (and, in particular, any shares, stocks, debentures or securities of other companies which belong to the Company or of which the Company has the right to dispose) but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (24) To obtain or assist in obtaining any Provisional Order or Act of Parliament or other necessary authority or sanction for enabling the Company to carry any of its objects into effect; or for effecting any modification of the Company's constitution; and to assist in procuring alterations in the law; and to oppose any Parliamentary or other proceedings which the Company may think adverse to its interest.
- (25) To acquire or obtain from any government or authority, supreme municipal, local or otherwise, or any corporation, company or person, any charters, rights, privileges and concessions which may be conducive to any of the objects of the Company, and to accept, make payments under, carry out, exercise and comply with any such charters, rights, privileges and concessions.
- (26) To procure the Company to be registered or established or authorised to do business in any part of the world.
- (27) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly/

indirectly to enhance the value of or render profitable any of the Company's property or rights or which it may be deemed advisable to undertake with a view to development, rendering valuable, prospecting or turning to account any property, real or personal, belonging to the Company, or in which the Company may be interested.

- (28) To do all or any of the above things in any part of the world, and either as principals, agents, trustees or contractors, and either alone or in conjunction with others and either by or through agents, subcontractors, trustees or otherwise.
- (29) To do all such other things which are or which the Company may consider to be incidental or conducive to the attainment of the above objects or any of them.

Declaring that the word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any person, partnership, or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and also that the objects expressed in each paragraph of this clause, shall be deemed separate objects and shall (except where otherwise expressed in such paragraph) be in no ways limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

- 4. The liability of the members is limited.
- 5. The share capital of the Company is £100 divided into 100 shares of £1 each.

WE/

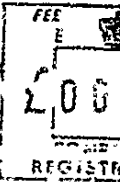
WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES & DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
<i>Monnie MacDonald</i> <i>10 Whitehans</i> <i>Bornell</i> <i>Sauter</i>	<i>One</i>
<i>Susan E. Grossart</i> <i>33 Dundas Street,</i> <i>Edinburgh.</i> <i>Solicitor</i>	<i>One</i>

Dated the      Eleventh      day of February      19'81.

Witness to the above Signatures:-

*Eileen Hadwin*  
*Secretary.*  
*140 West George Street,*  
*Glasgow.*



THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

74125/3

ARTICLES OF ASSOCIATION

of

RICHARD AUSTIN ALLOYS LIMITED

GENERAL

1. The Regulations contained in Table A, Part I, in the First Schedule to the Companies Act 1948 as amended by paragraph 36 of Schedule 3 to the Companies Act 1980 (hereinafter referred to as "Table A, Part I") shall apply to and shall be the regulations of the Company save as insofar as they are excluded or varied hereby or are inconsistent herewith.
2. The Regulations numbered 24, 53, 62, 77, 79, 97, 89 to 93 inclusive, 95, 106 and 114 of Table A, Part I, shall not apply to the Company and the following Regulations shall be modified:-

Regulation 8 so that the words "and bear autographic signatures of at least two Directors or one Director and the Secretary" shall be inserted after the words "Every Certificate shall be under the seal".

Regulation 11 so that the words "not being a fully paid share" and "other than fully paid shares" shall be held to be delete.

Regulation 15 so that the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be held to be delete.

Regulation 22 so that the words "(except in the case of fully paid shares)" shall be inserted after the words "executed by or on behalf of the transferor and".

Regulation 32 so that the proviso shall be held to be delete.

Regulation 33 so that there shall be added to the end thereof the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

Regulation 75 so that the words "The number of the Directors and" shall be held to be delete. The remainder of said Regulation 75 shall apply only in the event of the Articles of Association set out herein being adopted with effect on and from the date of incorporation of the Company.

Regulation 84 so that sub-paragraph (2) thereof shall be held to be delete.

Regulation 86 so that the words from and including the words "and every Director" to the end of the Regulation shall be held to be delete.

Regulation 88 so that there shall be added at the end thereof the following additional sub-paragraph :-

"(g) shall, by reason of any statutory enactment or rule of law from time to time, cease to hold

or become disqualified from holding office as a Director of the Company".

Regulation 94 so that the words from and including the word "and" to the end of the Regulation shall be held to be delete.

Regulation 97 so that the words "and without prejudice to the powers of the Directors under Regulation 95" shall be held to be delete.

#### SHARE CAPITAL

3. The Share Capital at the date of adoption of these Articles is £100 divided into 100 Ordinary Shares of £1 each.

#### PRIVATE COMPANY

4. The Company is hereby declared to be a private Company and no invitation shall at any time be made to the public to subscribe for any shares or debentures of the Company.
5. The Company shall not have power to issue share warrants to bearer.

#### SHARES

6. Unless otherwise determined by Ordinary Resolution of the Company all or any unissued shares shall before issue be offered to the members holding Ordinary Shares in proportion as nearly as circumstances admit to their existing holding of such shares. Any such offer shall be made by notice in writing specifying the number of shares comprised in the offer and specifying a date (being not less than fourteen days after the date of the offer) after which the offer, if

not by then accepted, will be deemed to have been refused. The offer shall indicate that a member may accept in respect of a lesser number of shares than those comprised in the offer and shall also include notification to the effect that a member to whom the offer is made who desires an allotment of shares in excess of the number of shares comprised in the offer should within twenty one days from the date of the offer state how many excess shares he desires to have. If one or more of the members to whom the offer is made do not accept the offer in respect of all the shares offered to them, the shares in respect of which no acceptance is received (the "excess shares") shall be applied in satisfying any request or requests for excess shares. In the event of the excess shares being insufficient in number to satisfy all the requests received for excess shares such request or requests for excess shares shall be satisfied to an extent in proportion as nearly as circumstances admit to the then existing holding of Ordinary Shares of the members making such request. If any shares are not taken up by the existing members in accordance with the provisions of this Article then the Directors may dispose of such shares to such persons and on such terms and conditions as they deem desirable and without prejudice to the foregoing generality they may allot such shares in payment of property sold or transferred or for services rendered to the Company or for such other consideration as the directors may think fit and the shares so allotted may be issued as, and shall be deemed to be, partly paid up or fully paid up shares.

The provisions of the Companies Act 1980, Section 17(1), (6) and (7) are hereby expressly excluded.

#### TRANSFER OF SHARES

7.

A share of any class may be transferred:-

- (i) by a member or by a person deriving title or right to such a share in a fiduciary capacity (whether as Trustee, Executor, Curator or Administrator or otherwise) from such member, to the spouse or to any of the issue of that member or
- (ii) by the Trustees in a Trust which is a member of the Company to a beneficiary under such Trust in pursuance either of the powers or the obligations of such Trustees in terms of such Trust or
- (iii) by a member to the Trustees under a Trust the beneficiaries of which are all within the category of transferees mentioned in (ii) above.

8.

- (a) Except in the case of a transfer pursuant to the last preceding Article, no person shall transfer any share save in accordance with the succeeding provisions of this Article.
- (b) The member proposing to transfer any share (hereinafter called "the Transferor") shall give notice in writing (hereinafter called "a sale notice") to the Company that he desires to transfer the same. Every sale notice shall specify the denoting numbers (if any) of the shares proposed to be transferred and the sum which he proposed as the transfer value and shall constitute the Company the Transferor's Agent for the sale of such shares at the transfer value to be fixed as hereinafter mentioned to any member. A sale notice comprising several shares shall operate as a separate notice in respect of each share and no sale notice shall be withdrawn without the consent of the Directors.



- (c) If the Company shall within eight weeks after being served with a sale notice find a member or members then holding Shares of the Class comprised in sale notice (hereinafter called "the Purchaser or Purchasers") willing to purchase all or any of the shares comprised therein and shall give notice thereof to the Transferor within seven days thereafter, the Transferor shall be bound upon payment of the transfer value to transfer such shares to the Purchaser.
- (d) The shares specified in any sale notice shall be offered by the Company in the first place to the members who hold shares in the capital of the Company, of the class comprised in the sale notice other than the Transferor, as nearly as may be in proportion to the existing Shares of that class held by them respectively, and the offer shall in each case specify a date (being not less than fourteen days after the date of the offer) within which the offer, if not accepted, will be deemed to have been declined. The offer shall indicate that a member may accept in respect of a lesser number of shares than those comprised in the offer and shall include notification to the effect that a member to whom the offer is made who desires a transfer of shares in addition to the number of shares comprised in said offer to him, should in his reply to the offer or at any time prior to the expiry of the period of eight weeks referred to in (c) above or within such shorter time as the Directors may determine, state how many additional shares he desires to have. If any member to whom an offer is made as aforesaid does not accept the offer in respect of all the shares offered to him,

the shares in respect of which no acceptance is received (the "excess shares") shall be used in satisfying any request or requests for additional shares received from the other holders of relevant shares in the Company as aforesaid. In the event of the excess shares being insufficient in number to satisfy all the requests received for additional shares as aforementioned the said requests for additional shares shall be satisfied to an extent in proportion as nearly as circumstances admit to the then existing holding of such shares of the members making such requests if more than one.

- (e) The transfer value shall be such sum as may be agreed between the Transferor and the Purchaser or, if more than one Purchaser, between the Transferor and the Purchasers acting jointly or, in default of agreement within twelve weeks after issue of the sale notice mentioned in paragraph (b) above and subject to the aftermentioned declaration, such sum as the Auditor for the time being of the Company (acting as an expert and not as an arbiter) shall at the request of the Transferor, the Purchaser, the Purchasers, or any one or more of them, or the Directors, certify in writing at the expense of the Company to be the fair value thereof as between a willing vendor and a willing purchaser. Declaring always that if one or more of the Purchasers agrees a price with the transferor, it shall be competent for that price to be the transfer value in respect of the shares to be transferred to those Purchasers notwithstanding the failure of any one or more Purchasers to agree on that price. In such circumstances, however, the Transferor shall, forthwith on agreeing a price with the Purchaser or Purchasers in question, advise the Directors of the

price agreed and the Directors shall, on the inquiry of any other Purchaser or their duly authorised representative, make this information available to them.

- (f) If for any cause the Transferor fails to transfer any shares after having become bound as aforesaid, the Company may receive the purchase money on behalf of the Transferor and appoint any person to transfer such shares on his behalf. Upon receipt by the Company of the purchase money and upon execution and delivery to the Company of the transfer, the Company shall cause the name of the Purchaser or Purchasers to be entered in the Register of Members in the place of the name of the Transferor as the holder of such shares. The receipt of the Company for the purchase money shall constitute a good discharge to the Purchaser or Purchasers and after his name has been entered in the Register of Members his title to such shares shall not be affected by any irregularity or invalidity in the proceedings in reference to the transfer. The Transferor shall not be entitled to receive the purchase money for such shares until he shall have delivered up to the Company the share certificate comprising the same, nor shall he be entitled to interest on the purchase money while it lies in the hands of the Company.

- (g) If the Company shall not within eight weeks after being served with a sale notice find a member or members willing to purchase all of the shares comprised therein and give notice to the Transferor in the manner aforesaid the Transferor shall (subject to the right of the Directors in this case

to refuse to register any transfer) be entitled at any time within four months of the expiry of the said period of eight weeks to transfer such of the said shares in respect of which the Company has not found a Purchaser, to any person and that at any price.

- (h) Any member who has acquired shares in the capital of the Company in pursuance of a right conferred on him or opportunity offered to him as a Director or employee of the Company shall, on ceasing to be a Director or employee (for whatever reason) be deemed as at the date of such cessation to have given to the Directors a sale notice in terms of paragraph (b) of this Article in respect of all shares then held or beneficially owned by him and the pre-emption procedure set out herein shall apply, the Company by such deemed sale notice being constituted the attorney of such members for the execution of the relevant transfer and any other document necessary to give effect thereto.
9. The Directors may in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share whether or not it is a fully paid share, other than a transfer pursuant to Article 7 and Article 8 hereof.

#### MEETINGS

10. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, a quorum shall be two persons personally present and holding or representing any proxy in the aggregate at least one-half of

the capital of the Company whose holders are entitled to be present and vote.

11. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at General Meetings (or being corporations, by their duly authorised representatives) shall be as effective as if the same had been passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form, each signed by one or more persons.

#### VOTES OF MEMBERS

12. Subject to any special rights or restrictions as to voting attached by or in accordance with these Articles to any class of share, on a show of hands every member present in person shall have one vote and on a poll every member present in person or by proxy shall (subject to Regulation 65 of Table A, Part I) have one vote in respect of each £1, in nominal amount of share capital of which he is the holder.

#### DIRECTORS

13. Unless otherwise determined by the Company in General Meeting, the number of Directors shall be not less than two.
14. A Director shall not require a share qualification, but nevertheless shall be entitled to attend and speak at any General Meeting of the members of the Company.
15. The Directors shall have the power at any time, and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the maximum (if any) fixed by or in

accordance with these Articles.

16. Each of the Directors shall receive such fee, if any, as such Director as the Company shall from time to time determine in General Meeting.
17. All the Directors shall be repaid all travelling, hotel and other expenses properly incurred by them in attending Board Meetings or otherwise in connection with the business of the Company.
18. The Directors shall be entitled to borrow or raise money from themselves or from others for the purposes of the business of the Company in such manner whether secured or not secured and to such extent as they may think fit, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures and other securities whether outright or as collateral security for any debt, liability or obligation of the Company or any third party.
19. No Director shall be disqualified by his position as Director from entering into any contract or arrangement with the Company, and a Director may vote and be taken into account for the purpose of constituting a quorum in respect of any contract or arrangement in which he may be in any way interested and may retain for his own absolute use and benefit all profits and advantages accruing to him therefrom. A Director may hold any other office or place of profit under the Company other than that of Auditor on such terms as to remuneration and otherwise as the Directors may determine.
20. Without restricting the generality of the powers conferred on the Directors, the Directors may give or award pensions, annuities, gratuities and superannuation or other allowances or benefits to any persons who are or have at any time been Directors of or employed by or in the service of the Company

or of any company which is a subsidiary company of or allied or associated with the Company or any such subsidiary and to the wives, widows, children and other relatives and dependants of any such persons and may set up, establish, support and maintain pension, superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of such persons as are hereinbefore referred to or any of them or any class of them and so that any Director shall be entitled to receive and retain for his own benefit any such pension, annuity, gratuity, allowance or other benefit (whether under any such fund or scheme or otherwise) and may vote as a Director in respect of the exercise of any of the powers by this Article conferred upon the Directors, notwithstanding that he is or may be or become interested therein.

21. A Resolution in writing signed by all the Directors for the time being in the United Kingdom shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors.

#### DIVIDENDS

22. The Company may in General Meeting declare dividends.

#### INDEMNITY

23. Subject to the provisions of the Act, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto. Regulation 136 of Table A, Part I, shall be extended accordingly.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

Maime MacDonald  
Solicitor  
10 Whitehalls  
Bathwell

Juan E. Grosser  
Solicitor  
33 Dundas Street  
Edinburgh 2

---

Dated the Eleventh day of February 1981.

Witness to the above signatures:-

E. Hadwin  
Secretary  
140 West George Street  
Glasgow.



## THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and  
secretary and intended situation  
of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in black type, or  
bold block lettering\* delete if  
inappropriate

Company number

74125/5

Name of Company

RICHARD-AUSTIN-ALLOYS

Limited\*

The intended situation of the registered office of the company  
on incorporation is as stated below

Provincial House,

140 West George Street,

GLASGOW, G2 2HH.

If the memorandum is delivered by an agent for the subscribers of  
the memorandum please mark 'X' in the box opposite and insert the  
agent's name and address below

X

Dorman Jeffrey &amp; Co., Provincial House,

140 West George Street, Glasgow, G2 2HH.

If the spaces provided on page 2 are insufficient and use has been made  
of continuation sheets (see note 1), please enter in the box opposite  
the number of continuation sheets which form part of this statementPresenter's name, address and  
reference (if any):Dorman Jeffrey & Co.,  
Provincial House,  
140 West George Street,  
GLASGOW, G2 2HH.

6/K7

For official use  
General section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



**Important**  
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	Susan Elizabeth Grossart	Business occupation
		Solicitor
Former name(s) (note 3)		Nationality
Address (note 4)	33 Dundas Street, Edinburgh	British
		Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	R.J. Levack Ltd., Hutchstar Ltd., Platter Investments (Glasgow) Ltd., Comlaw No. 2 Limited, Comlaw No. 3 Limited, Comlaw No. 4 Limited, Comlaw No. 4 Limited, Comlaw No. 5 Limited, Comlaw No. 6 Limited.	
I hereby consent to act as director of the company named on page 1		
Signature	Susan E. Grossart	Date 11th February 1981

Name (note 2)	Morinne MacDonald	Business occupation
		Solicitor
Former name(s) (note 3)		Nationality
Address (note 4)	10 Whiteloans, Bothwell.	British
		Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	R.J. Levack Ltd., Hutchstar Ltd., Platter Investments (Glasgow) Ltd., Comlaw No. 2 Limited, Comlaw No. 3 Limited, Comlaw No. 4 Limited, Comlaw No. 5 Limited, Comlaw No. 6 Limited.	
I hereby consent to act as director of the company named on page 1		
Signature	Morinne MacDonald	Date 11th February 1981

Name (note 2)		Business occupation
Former name(s) (note 3)		Nationality
Address (note 4)		
		Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)		
I hereby consent to act as director of the company named on page 1		
Signature		Date

Please do not  
write in this  
binding margin

The name(s) and particulars of the person who is, or the persons who are,  
to be the first secretary, or joint secretaries, of the company are as follows:

**Important**

The particulars  
to be given are  
those referred to  
in section  
21(2)(b) of the  
Companies Act  
1976 and section  
200(3) of the  
Companies Act  
1948. Please  
read the notes  
on page 4 before  
completing this  
part of the form.

Name (notes 2 & 7)	Susan Elizabeth Grossart
Former name(s) (note 3)	
Address (notes 4 & 7)	33 Dundas Street, Edinburgh.
I hereby consent to act as secretary of the company named on page 1	
Signature	<i>Susan E Grossart</i> Date 11th February 1981

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

\* as required by  
section 21(3) of  
the Companies  
Act 1976

Signed by or on behalf of the subscribers of the memorandum\*

† delete as  
appropriate

Signature *Susan E Grossart* [Subscriber] ~~Agent~~ Date 11th February 1981

Signature *Maureen MacDonald* [Subscriber] ~~Agent~~ Date 11th February 1981

## THE COMPANIES ACTS 1948 TO 1976

## Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10

Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in block type, or  
bold block lettering

To the Registrar of Companies

For official use Company number

13

74125

Name of Company

Richard Austin Alloys

Limited\*

\*delete if  
inappropriate

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]

+delete as  
appropriate

[extraordinary] [special]† resolution of the company dated 3rd June, 1981

the nominal capital of the company has been increased by the addition thereto of the sum of  
£ 42,400 beyond the registered capital of £ 100

## Note

This notice and a  
printed copy of  
the resolution  
authorising the  
increase must be  
forwarded to the  
Registrar of  
Companies  
within 15 days  
after the passing  
of the resolutionA printed copy of the resolution authorising the increase is forwarded herewith  
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
42,400	Ordinary	£1

(If any of the new shares are preference shares state whether they are redeemable or not)  
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follows:The new shares have the rights and privileges specified  
in the Articles of Association of the Company.Please tick here if  
continued overleaf
☐

Signed

[Director] [Secretary]†

July, 1981

Presentor's name, address and  
reference (if any):Donnan, Jeffrey & Co,  
Solicitors,  
140 West George Street,  
Glasgow. G2 2HH

Tel No: 041-332-7916

5/K7.3/sm

For official use  
General section+delete as  
appropriate