

No: 1579286

**THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF
ACS INDUSTRIES LIMITED**

At an Extraordinary General Meeting of the above named Company duly convened and held on 11th November 1996 following Resolutions were duly passed.


SPECIAL RESOLUTIONS

- (1) THAT the regulations contained in the printed document submitted to the meeting be approved and 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 proposed Agreement and the terms of such proposed Agreement (a draft of which has been laid before the Meeting and for the purpose of identification initialled by the Chairman) expressed to be made between the person therein described as the Vendor of the one part of the Company of the other part and providing for the purchase by the Company out of its distributable profits of 5,000 fully paid Ordinary Shares of £1 each in the capital of the Company from Mr Jon Hay for an aggregate consideration of ONE HUNDRED AND SEVENTY TWO THOUSAND FIVE HUNDRED POUNDS £172,500 (the "Agreement") be and the same are hereby authorised and approved.

ORDINARY RESOLUTION

- (3) THAT the Directors of the Company be and are hereby authorised and directed to procure the Company to enter into the Agreement and to carry the same into effect.

Dated 11th November 1996



Chairman
G. Barclay



THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

**NEW
ARTICLES OF ASSOCIATION**

- OF -

ACS INDUSTRIES LIMITED

(Adopted by Special Resolution
passed on 11th November 1996)

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained or incorporated in Table A in the Schedule to the Companies (Tables 1 to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 shall apply to the Company. References herein to Table A are references to the said Table A. None of the regulations referred to in Section 31 (8) (b) of the Companies Consolidation (Consequential Provisions) Act 1985 shall apply to the Company.
2. These Articles and those regulations incorporated herein shall take effect subject to the requirements of the Companies Act 1985 as amended by the Companies Act 1989 (the "Act") and of every other act of parliament for the time being in force affecting the Company (together the "Statutes").

SHARE CAPITAL

3. The share capital of the Company as to the date of adoption of these Articles is £15,000 divided into 15,000 Ordinary Shares of £1.00 each (in these Articles the "Ordinary Shares").

ISSUE OF SECURITIES

- 4.1 Unless otherwise determined by Special Resolution of the Company:-
 - 4.1.1 any equity securities (as defined in Section 94 of the Act) hereafter to be issued shall before issue be offered for subscription in the first instance to such persons as at the date of the offer are registered as the respective holders of the Ordinary Shares in the capital of the Company and shall be allotted (in the case of competition) to the applicants in proportion (as nearly as may be and without allotting to any applicant a greater number of shares than applied for) to the number of Ordinary Shares then held by them respectively.

- 4.1.2 any such offer as aforesaid shall be made by notice in writing specifying the number or amount of equity securities being offered the price at which the same are offered (the "offer price") and any other terms of the offer shall remain open for such period (being not less than 21 days) as shall be specified in such notice. Any such offer not accepted within the period specified will be deemed to be declined.
- 4.1.3 subject as aforesaid, the Directors may at any time up to three months after the expiration of such offer dispose of any equity securities not taken up pursuant thereto at such price (being not less than the offer price), on such terms (not being less favourable to the Company than the terms of the relevant offer specified in Article 4.1.2 and in such manner and to such persons as the Directors may think fit.
- 4.2 The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, at any time or times during the period of five years from the date of the adoption of the these Articles, to allot, or to grant any right to subscribe for or to convert any security into, all or any of the unissued shares in the authorised share capital of the Company at such date.
- 4.3 At the expiry of such period of five years, the authority contained in Article 4.2 shall expire but such authority shall allow the Company to make an offer or agreement before the expiry of such authority which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted after the expiry of such authority and shall allow the Directors to allot shares and grant rights pursuant to any such offer or agreement as if such authority had not expired.
- 4.4 Section 89(1) of the Act (which regulates the power to allot equity securities, as defined in Section 94 of the Act) is excluded.

LIEN AND CALLS ON SHARES

5. In Regulation 8 of Table A the words and brackets "(not being a fully paid share)" shall be deemed to be deleted.

TRANSFER OF SHARES

- 6.1 Any share may be transferred by a Member to his or her wife, husband, descendant, parent, brother or sister or to a person who is already a member of the Company. Any share may also be transferred by the person entitled to transfer the same to the Trustee of the will of a deceased shareholder for the purpose of effectuating the appointment of a new trustee or to the legatee or next of kin of a deceased member, or to a beneficiary under a trust created by the deceased member.
- 6.2 Except in the case of a transfer of any share made in accordance with the provisions of Article 6.1 the Directors may, in their absolute and uncontrolled discretion and without assigning any reason, refuse to register any proposed transfer of a share

whether or not it is a fully paid share.

- 9.3 Regulation 24 of Table A shall be amended accordingly.

ADMINISTRATION

7. Regulation 41 of Table A shall have effect as if the word "to" appeared before the words "such time and place" and the words "and the members present at such adjourned meeting shall constitute a quorum.
8. A resolution in writing signed or approved by letter, telex, facsimile transmission or cable by all the members of the Company who would be entitled to vote upon it if it had been duly proposed at a general meeting or at a meeting of any class of members of the Company, or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a general meeting or at such class meeting of the Company (as the case may be) duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys (or, in the case of a member which is a body corporate, by a Director thereof or by a duly appointed representative). Regulation 53 of Table A shall not apply.

VOTE OF MEMBERS

9. Any proxy appointed by a member of the Company in accordance with Section 372 of the Act shall be entitled to vote on a show of hands as well as on a poll, provided that no person present shall be entitled to more than one vote on a show of hands save as provided in Regulation 50 of Table A. Regulation 54 of Table A shall be deemed to be modified accordingly.

DIRECTORS

- 10.1 The quorum for a meeting of the Directors or a meeting of a committee shall be two Directors present throughout the meeting. Regulation 89 of Table A shall be modified accordingly.
- 10.2 In the case of an equality of votes at any meeting of the Board of Directors, the Chairman of the meeting will have no second or casting vote. Regulation 88 of Table A shall be deemed to be modified accordingly.
- 10.3 The third sentence in Regulation 88 of Table A shall be deleted and the following shall be substituted therefore:-

"Notices of meetings of the Directors shall be given to all Directors and to any alternate Directors appointed by them whether or not they are within the United Kingdom."

ALTERNATE DIRECTORS

- 11.1 In addition to the persons mentioned in Regulation 65 of Table A, any Director may appoint a Director of any holding company of the Company or of any other subsidiary of any such holding company or any person approved by a majority of the other Directors to act as alternate Director.
- 11.2 Any such person appointed as an alternate Director shall vacate his office as an alternate Director:-
 - 11.2.1 if and when the Director by whom he has been appointed vacates office as a Director;
 - 11.2.2 if the Director by whom he has been appointed removes him by written notice to the Company; or
 - 11.2.3 in the event of any circumstances which, if he were a Director, would cause him to vacate his office as such.

Regulation 67 of Table A shall not apply.

POWERS AND DUTIES OF DIRECTORS

- 12.1 The Directors may procure the establishment and maintenance of or participate in, or contribute to any non-contributory or contributory pension or superannuation fund, scheme or arrangement or other retirement benefits scheme or life assurance scheme or arrangement for the benefit of, and pay, provide for or procure the grant of donations, gratuities, pensions, allowances, benefits of emoluments to any persons who are or shall have been at any time Directors or other officers or in the employment or service of the Company or of any company which is or was a subsidiary of or associated with the Company or of the predecessors in business of the Company or of any such subsidiary or associated company or of any holding company of any such other company as aforesaid or the wives, widows, families, relatives or dependants of any such persons.
- 12.2 The powers of the Directors mentioned in Regulation 87 of Table A shall be exercisable as if the word "executive" (which appears before the word "office") were deleted.
- 12.3 Without prejudice to any other of their powers, the Directors may exercise any of the powers conferred by Section 719 of the Act to make, for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries, provision in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or that subsidiary, notwithstanding that the exercise of any of such powers may not be in the best interests of the Company.
- 12.4 The Directors may also procure the establishment and subsidy of or subscription to and support of any institutions, associations, clubs, funds or trusts calculated to be for the benefit of any such persons as aforesaid or otherwise to advance the interests and well-being of the Company or of any such other company as aforesaid and subscriptions or guarantees of money for charitable or benevolent objects or for any

exhibition or for any public, general or useful object.

12.5 The Directors may procure any of the matters aforesaid to be done by the Company either alone or in conjunction with any other company.

12.6 Regulation 87 of Table A shall not apply.

PROCEEDINGS OF DIRECTORS

13. A Director who is in any way directly or indirectly interested in any contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 317 of the Act. Subject to such disclosure, a Director may vote as a Director on any resolution concerning any matter in which he has, directly or indirectly, an interest or duty and, if he shall so vote, he shall be reckoned in estimating a quorum when any such resolution or matter is under consideration. Regulations 94 to 96 of Table A shall not apply.

14. A Resolution in writing signed or approved by letter, telex, facsimile or cable by all the Directors or by all the members of a Committee for the time being (which Resolution may consist of several documents in the like form each signed by one or more of the said Directors or the said members of such Committee) or a Resolution to which every such Director or every such member of a Committee has signified his approval in writing or by cable, telegraph or telex shall be as valid and effectual as if it has been passed at a Meeting of the Directors or of such Committee (as the case maybe) duly called and constituted. For the purpose of this Article the signature or approval of an alternate Director (if any) shall suffice in place of the signature of the Director appointing him. Regulation 93 of Table A shall not apply.

EXECUTIVE DIRECTORS

15.1 The Directors may from time to time appoint one or more of their body to hold any executive office in the Company, including, inter alia, the offices of Chairman, Vice Chairman and Managing Director, for such period and on such terms as they think fit, and (without prejudice to any claim for damages for breach of any agreement between any such person and the Company) may revoke such appointment.

15.2 Any Director holding executive office in the Company shall receive such remuneration whether by way of salary, commission or participation in profits (or partly in one way and partly in another) as the Directors may determine.

15.3 The Directors may entrust to and confer upon any Director holding executive office in the Company and of the powers exercisable by them 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.

ASSOCIATE, SPECIAL AND LOCAL DIRECTORS

16. The Directors may from time to time appoint one or more persons to the office of Associate, Special or Local Director as they may decide. The tenure of office, scope of duties and remuneration of an Associate, Special or Local Director shall be determined from time to time by the Directors. The Directors may also from time to time (without prejudice to any claim for damages for breach of any agreement between any Associate, Special or Local Director and the Company) remove him from office and, if thought fit, appoint another in his place. An Associate, Special or Local Director shall not be deemed to be a Director of the company and no Associate, Special or Local Director shall be entitled to be present at any meeting of the Directors unless the Directors shall require his presence and he shall not accordingly be counted in the quorum therefore or be entitled to vote thereat.

SEAL

17. The Directors shall provide for the safe custody of the Seal and of any official Seal for use abroad pursuant to the Statutes, and such Seals shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf and every instrument to which the Seal shall be affixed or which shall be executed in accordance with Section 36A of the Act shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose. Regulation 101 of Table A shall not apply.

INDEMNITY

18. Subject to the provisions of the Statutes, every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, losses and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, 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. Regulation 118 of Table A shall not apply.