

Company Number: 151180

The Companies Act 1985

Copy Special Resolution

(Pursuant to Section 380 of the Companies Act 1985)

of

BOOTH ROE METALS LIMITED

(passed the 15 day of April 1992)

At an Extraordinary General Meeting of the above Company duly convened and held at Clarence Metal Works, Armer Street, Rotherham, S60 1AF on the 15 day of April 1992 the following Special Resolution was duly passed.

SPECIAL RESOLUTION

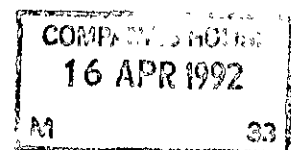
1. The Memorandum of Association be and is hereby altered with respect to the objects of the Company by adopting in substitution for and to the exclusion of the present objects clause the new objects clause in the form of the draft altered memorandum initialled by the Chairman of the Company for the purposes of identification a copy of which is before the meeting and that the Articles of Association in the form of the draft before the meeting and initialled by the Chairman of the Company for the purposes of identification be and are hereby adopted by the Company as its new Articles of Association in place of the present articles.

Dated this 15 day of April 1992

*[Signature]*

CHAIRMAN

Filed by:  
Dibb Lupton Broomhead  
Feintain Precinct  
Balm Green  
SHEFFIELD  
S1 1RZ



Company No. 151120

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES  
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M E M O R A N D U M

AND

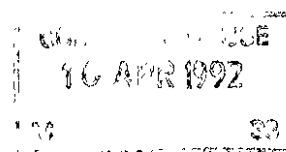
A R T I C L E S   O F   A S S O C I A T I O N

O F

B O O T H   R O E   M E T A L S   L I M I T E D

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Incorporated on the 13 day of August 1918  
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Dibb Lupton Broomhead  
Solicitors  
Sheffield  
S1 1RZ



Company No. 151180

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

BOOTH ROE METALS LIMITED

1. The name of the Company is Booth Roe Metals Limited.\*
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:
  - (1) To carry on business as a general commercial company.
  - (2) To guarantee support or secure whether by personal obligation or covenant or by mortgaging or charging all or any part of the undertaking property and assets (present and future) and uncalled capital of the Company or by any one or more or all of such methods or by any other method the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of, and premiums, interest, dividends, and other moneys payable on or in respect of, any debentures, debenture stock, loan stock, shares or other securities, liabilities or obligations of any person firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company, as defined by Section 736 of the Companies Act 1985, (as re-enacted by the Companies Act 1989 or any subsequent re-enactment or amendment thereof) or a subsidiary undertaking or parent undertaking (as defined by section 258 of the Companies Act 1985 or any re-enactment or amendment thereof) of the Company, or another subsidiary of such holding company, or otherwise associated with the Company in business or through shareholdings;

\* Name changed from Roe Brothers & Co Limited by Special Resolution dated 7 September 1987.

To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and a part of the consideration for such acquisition to undertake all or any of the liabilities of such persons, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation or for limiting competition, or for mutual assistance with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid, or property acquired, any shares, debentures, debenture stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

- (4) To promote any other company or companies for the purpose of acquiring or taking over all or any 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, and to hold the share or loan capital of any such company.
- (5) To sell, transfer or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (6) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time Directors or officers of or in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or any such subsidiary or of any company which is a predecessor in business of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons as aforesaid and to make payments for or towards the insurance of any such persons as aforesaid;
- (7) To purchase and maintain insurance cover for Directors and other officers or auditors of the Company against any liability to the Company or to any other person against any negligence, default, breach of duty or breach of trust;
- (8) To make donations gifts or contributions of any kind to any organisation club society whatsoever; and

(8) To pay or settle any claims made against the Company whether legally enforceable or not;

and to do any of the foregoing either with or without receiving any payment or other consideration or benefit therefor and either in connection with any other business, activity or transaction or by itself.

(10) Each of the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be an independent main object and be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

(11) The word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100,000 divided into 100,000 Shares of £1 each.

We, the several persons whose names, addresses and descriptions are subscribed hereto, 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.

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NAMES, ADDRESSES AND DESCRIPTIONS  
OF SUBSCRIBERS

NUMBER OF SHARES  
TAKEN BY EACH  
SUBSCRIBER

---

EDWARD STANLEY ROE  
87 FARGATE  
SHEFFIELD

ONE

Merchant

F N ROE  
68 BRINCLIFFE EDGE ROAD  
SHEFFIELD

ONE

Merchant

THOMAS H WATSON  
THE FOLDS  
BEAUCHIEF  
SHEFFIELD

ONE

Iron and Steel Merchant

FRANK HODSON  
CLARENDON ROAD  
SHEFFIELD

ONE

Metallurgist

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Dated the 3rd day of August 1918

Witness to the above signatures:-

LEONARD J CLEGG  
SHEFFIELD

Solicitor

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

OF

BOOTH ROE METALS LIMITED

(Adopted by Special Resolution passed on 15 April 1992)

PRELIMINARY

1. The Company is a private company and the following regulations and (subject as provided in these Articles) the regulations contained in Table A in the Schedule to the Companies (Tables A-F) Regulations 1985 (in these Articles called "Table A") shall constitute the regulations of the Company.
2. Regulations 8, 24, 73 to 80 (inclusive), 87, 94 to 97 (inclusive) and 101 of Table A shall not apply to the Company.

LIEN

3. The Company shall have a first and paramount lien on every share (whether fully paid or not) registered in the name of any member (whether solely or jointly with others) for all debts or liabilities due from such member or his estate whether solely or jointly with any other person (whether or not a member) and whether or not such debts or liabilities are presently payable or dischargeable. The Company's lien on a share shall extend to all dividends or other moneys and rights payable thereon or accruing thereto or in respect thereof.

SHARES

4. Subject to the provisions of these Articles and the Companies Act 1985 the Directors may allot, grant options over or otherwise dispose of the shares in the original capital and any new shares that may be created to such persons at such times and on such terms as they think proper and the provisions of Section 89 sub-section (1) and Section 90 of the Companies Act 1985 shall not apply to the allotment of any shares in the Company.
5. The Company in general meeting may give the Directors any authority required under Section 80 of the Companies Act 1985

in respect of relevant securities as defined in that section and any such authority may be general or for a particular exercise of the powers requiring such authority and may be unconditional or subject to conditions; provided that any such authority shall state the maximum number of relevant securities to which it applies and the date being not more than five years from the date of the passing of the resolution granting the authority on which the authority will expire.

#### TRANSFER OF SHARES

6. 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.

#### GENERAL MEETINGS

7. In regulation 41 of Table A the words "and if at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, or if during an adjourned meeting such a quorum ceases to be present, the meeting shall stand dissolved" shall be added after the words "directors may determine".
8. A poll may be demanded at any general meeting by any one member present in person or by proxy and entitled to vote. Paragraph (b) of regulation 46 of Table A shall be modified accordingly and paragraphs (c) and (d) thereof shall not apply.

#### DIRECTORS

9. A Director including an alternate Director shall not require a share qualification, but nevertheless shall be entitled to attend and speak at any general meeting of, and at any separate meeting of the holders of any class of shares in, the Company.
10. A Director (including an alternate Director) who has duly declared his interest therein may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted, and he shall be counted in the quorum when any such contract or arrangement is under consideration.
11. Any Director who, being so requested by the Directors, performs special or extraordinary services on behalf of the Company, or who travels to or resides in any place other than where he usually resides for the purpose of discharging his duties, may be paid such extra remuneration (whether by way of lump sum, salary, commission or participation in profits or otherwise) as the Directors may determine.
12. The Directors shall have 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 additional Director.



13. A member or members holding a majority in nominal amount of the issued Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors, either to fill a casual vacancy or as an addition to the existing Directors and to remove from office any Director howsoever appointed. Every such appointment or removal shall be in writing or signed by or on behalf of the member or members making the same and shall take effect upon delivery at the registered office of the Company.
14. The Company may at any time and from time to time by Ordinary Resolution appoint any person or persons to be a Director or Directors, either to fill a casual vacancy or as an addition to the existing Directors and, without prejudice to the provisions of the Act, may at any time remove a Director from office provided that any such removal shall be without prejudice to any claim such Director may have for breach of any contract of service between him and the Company.
15. No Director shall be required to vacate his office as a Director and no person shall be disqualified from being appointed as a Director by reason of his attaining or having attained the age of seventy.
16. The last sentence of regulation 84 of Table A shall not apply.

#### DIRECTORS' GRATUITIES AND PENSIONS

17. The Directors may grant retirement pensions or annuities or other gratuities or allowances, including allowances on death, to any person or to the widow of or dependants of any person in respect of services rendered by him to the Company whether as managing director or in any other office or employment under the Company or indirectly as an officer or employee of any subsidiary company of the Company or any predecessor in business of the Company or of any such subsidiary, notwithstanding that he may be or may have been a Director of the Company and the Company may make payments towards insurance or trusts for such purposes in respect of such person and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person.

#### INFORMATION

18. It shall be the duty of any member of the Company upon request by the Directors to furnish all information in his possession or power (supported if required by the Directors by a statutory declaration) relating to or which in the opinion of the Directors might relate to the status of the Company as a close company within the meaning of section 414 of the Income and Corporation Taxes Act 1988 or any statutory modification or re-enactment thereof. If a member shall fail to comply with any request by the Directors hereunder to the satisfaction of the Directors within a period of three months from the date of any such request, no dividends declared upon any shares in the

Company held by him shall be paid to such member until he shall have so complied, but all such dividends shall in the meantime be retained by the Company without any liability to pay interest thereon.

#### THE SEAL

19. The seal shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed or which is intended to take effect as if executed under the seal and unless otherwise so determined any such instrument may be signed by any Director and by the secretary or by any two Directors.

#### INSURANCE

20. If the Directors so determine the Company shall purchase and maintain policies of insurance providing insurance cover up to such limit or limits as the Directors may decide for the Directors or any of them and any other officer or auditor of the Company against liability to the Company for any loss caused by reason of the negligence, default, breach of duty or breach of trust by any Director or other officer or auditor.

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SHEFFIELD

Merchant

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Dated the 3rd day of August 1918

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