

Company No: 902205

The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS
of
HUBER+SUHNER (UK) LIMITED

Passed 10th March, 1998

AT an Extraordinary General Meeting of the Company, duly convened and held on 10th March, 1998, the following resolution was duly passed as a special resolution:

RESOLUTION

- 1 That with effect from the passing of this resolution the regulations contained in the document produced to this meeting and for the purpose of identification marked "A", dated and signed by two directors thereof are approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company.

Signed.....

M C Capps - Chairman

Signed.....

P N Taylor - Director

Signed.....

P Harris - Managing Director/ Company Secretary



THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
HUBER & SUHNER (UK) LIMITED

(A)

M. COBBES
* [Signature]

* [Signature]

(Adopted by Special Resolution
passed on 10TH MARCH 1998)

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained or incorporated in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985, as amended by The Companies (Tables A to F) (Amendment) Regulations 1985, ("Table A") 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 ("the Act") and of every other act for the time being in force affecting the Company ("the Statutes").

SHARE CAPITAL

3. Save with the prior written consent of the holder or holders for the time being of a majority of the Ordinary Shares of the Company for the time being in issue, no share of any description shall be issued by the directors but subject thereto the

directors are generally and unconditionally authorised (for the purposes of Section 80 of the Act) at any time or times during a period of five years from the date of adoption of 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 to such persons, at such times and generally on such terms as they think fit.

4. At the expiry of such period of five years, the authority contained in Article 3 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.

TRANSFER OF SHARES

5. The directors may in their absolute discretion, and without giving any reason, decline to register any transfer of any share whether or not it is a fully paid share. Regulation 24 of Table A shall not apply.

SHAREHOLDERS' RESOLUTIONS

6. A resolution in writing signed 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 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 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). The date of passing such a resolution shall be the date when the

resolution is signed by or on behalf of the last member to sign. Regulation 53 of Table A shall not apply.

DIRECTORS

7. The holder or holders for the time being of a majority in nominal value of the Ordinary Shares of the Company for the time being in issue may from time to time appoint any person or persons as a director or directors of the Company and may remove any or all of the directors for the time being (howsoever they may have been appointed). Any such appointment or removal shall be made in writing signed by the holder or holders for the time being of a majority of the Ordinary Shares of the Company for the time being in issue and, in the case of a body corporate holding any such shares, the signature of any one of its directors or its duly appointed representative shall suffice. Any such appointment or removal shall take effect on and from the time at which it is lodged at the office.
8. In addition to the circumstances set out in Regulation 81 of Table A the office of a director shall be vacated if he is removed from that office in accordance with Article 7.
9. The directors shall not be subject to retirement by rotation and Regulations 73 to 80 (inclusive) of Table A shall not apply.
10. No director shall vacate his office or be ineligible for re-appointment as a director, nor shall any person be ineligible for appointment as a director by reason only of his having attained the age of seventy or any particular age nor shall special notice be required of any resolution appointing or approving the appointment of such a director or any notice be required to state the age of the person to whom such resolution relates.

ALTERNATE DIRECTORS

11. Each director shall have the power from time to time to appoint with the approval of the Board of Directors (such approval not to be unreasonably withheld) any person to act as alternate director in his place at all meetings, in all proceedings in which , and all occasions when he shall not himself act, and on such appointment being made the alternate director shall except as to remuneration be subject in all respects to the terms and conditions existing with reference to the other directors of the Company. An alternate director shall be an officer of the Company and shall alone be responsible for his own acts and defaults and he shall not be deemed to be an agent of the director appointing him and the director so appointing shall not be responsible for the acts and defaults of an alternate director so appointed. An alternate director shall ipso facto vacate office if and when the director so nominating him vacates office as a director or removes the nominee from office. Every such nomination and removal under this clause shall be effected in writing under the hand of the director making the same. Regulation 65 of Table A shall not apply.
12. The sentence "But it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom" in Regulation 66 of Table A shall not apply to the Company.
13. Regulations 67 to 69 (inclusive) of Table A shall not apply.

PROCEEDINGS OF DIRECTORS

14. The sentence "It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom" in Regulation 88 of Table A shall not apply to the Company and in its place there shall be substituted the sentence "Notice of any meeting of the Directors must be given to all Directors of the Company to arrive as long in advance of the commencement of such meeting as is in the circumstances possible. Where any Director is at the time of giving of such Notice outside the UK

and has specifically notified to the Company an address outside the UK as the address to which any such Notice should be sent, such meeting shall not be held without the prior consent of any such Director, earlier than 72 hours after such notice would in the ordinary course have been delivered to that address.”

15. Without prejudice to the first sentence of Regulation 89, a meeting of the directors or of a committee of the directors may consist of a conference between directors who are not all in one place, but of whom each is able (directly or by telephonic communication) to speak to each of the others, and to be heard by each of the others simultaneously; and the word “meeting” in these Articles shall be construed accordingly
16. For the purposes of determining whether a quorum exists for the transaction of the business of the directors, all the directors in telephonic communication with one another as provided for in Article 14 above shall be counted in the quorum and any resolution of the directors including those in such communication shall be valid and effective as if passed at a meeting of the directors duly convened and held.
17. 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, his vote shall be counted and he shall be reckoned in determining a quorum when any such resolution or matter is under consideration. Regulations 94 to 96 (inclusive) of Table A shall not apply.
18. Regulation 93 of Table A shall apply as if the word “signed” included “approved by letter, facsimile transmission or any other written or electronic medium”.

NOTICES

19. Regulation 112 of Table A shall apply as if the last sentence thereof were deleted therefrom and Regulation 116 shall apply as if the words "within the United Kingdom" did not apply therein.
20. Proof that:-
- 20.1 an envelope containing a notice was properly addressed, prepaid and posted (by first class post, where available); or
- 20.2 a telex or facsimile transmission setting out the terms of the notice was properly despatched

shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was so posted, or, in the case of telex or facsimile transmission, when so despatched. Regulation 115 of Table A shall not apply.

INDEMNITY

- 21.1 Every director or other officer 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 judgment is given in his favour or in which he is acquitted or in connection with any application under Sections 144 or 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 in so far as its provisions are not avoided by Section 310 of the Act.

21.2 The directors shall have power to purchase and maintain an insurance policy for any director, officer or auditor of the Company effecting cover against any such liability as is referred to in Section 310(1) of the Act.

21.3 Regulation 118 in Table A shall not apply to the Company.