

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

BOULTBEE (LANCASTER) LIMITED

Company No 5415314

PRELIMINARY

1 In these Articles and in Table A

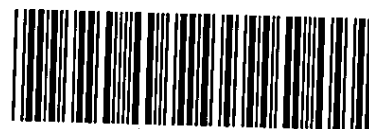
"the Act" means the Companies Act 1985 but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force

"Table A" means Table A in The Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) (Amendment) Regulations 1985 References to regulations are to regulations in Table A

"the Statutes" means the Companies Act 1985 and any statutory modification or re-enactment thereof for the time being in force and every other Act for the time being in force concerning companies and affecting the Company

2 1 Subject as hereinafter provided, the regulations contained in Table A shall apply to the Company

2 2 Regulations 24, 39, 40, 73 to 78 inclusive, 87, 101 and 118 shall not apply to the Company, but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company



SHARES

3 1 Subject to the provisions of Article 3 2 and to any directions which may be given by the Company in General Meeting, the Directors may unconditionally exercise the power of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) and without prejudice to the generality of the foregoing any shares unissued at the date of incorporation of the Company and any shares hereafter created shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons (including the Directors themselves) on such terms and at such times as they may think proper, provided that no shares shall be issued at a discount

3 2 The maximum nominal amount of share capital which the Directors may allot, grant options or subscription or conversion rights over, create, deal with or otherwise dispose of in accordance with this Article shall be the total amount stated in Clause 5 of the Memorandum of Association or such other amount as shall be authorised by the Company in General Meeting

3 3 The authority conferred on the Directors by Article 3 1 and 3 2 shall expire on the day preceding the fifth anniversary of the date of incorporation of the Company

3 4 The provisions of section 89(1) of the Act shall not apply to the Company

3 5 Any share may, with the sanction of a Special Resolution, be issued on the terms that it is, or at the option of the Company or of the holder of such share is liable, to be redeemed

LIEN¹

4 The lien conferred by regulation 8 shall apply to

- (a) all shares of the Company whether fully paid or not,
- (b) to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of several joint holders,

and shall be for all indebtedness or other liability to the Company of any member

Regulation 8 shall be modified accordingly

¹ This article has been temporarily disapplied pursuant to a special resolution dated 31 January 2008

TRANSFER OF SHARES

5 Notwithstanding anything otherwise provided in these articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise) the directors cannot decline to register a transfer of shares

(a) where such transfer is in favour of a bank or other financial institution or any nominee of a bank or other financial institution and the transfer is as contemplated by, or pursuant to, any mortgage or charge of shares or any call or other share option granted in favour of the bank or other financial institution, or

(b) where such transfer is by or on behalf of a bank or financial institution or any nominee of a bank or financial institution in favour of any third party upon disposal or realisation of shares following the bank having become entitled to exercise or enforce its rights under any such mortgage, charge and/or call or other option,

and a certificate by any officer of the bank or financial institution that the relevant transfer is within paragraph (a) and (b) above shall be conclusive evidence of that fact

PROCEEDINGS AT GENERAL MEETINGS

6 No business shall be transacted at any general meeting unless a quorum is present. At any time when there is only one member then a quorum shall be one person being member present in person or a proxy for a member or a duly authorised representative of a corporation. At any time when there are two or more members two persons each being a member or a proxy for a member or a duly authorised representative of a corporation shall be a quorum

7 A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 shall be modified accordingly

8.1 A proxy shall be entitled to vote on a show of hands and regulation 54 shall be modified accordingly

8.2 The words "at any time" shall be substituted for the words "not less than 48 hours" in regulation 62(a)

9 A resolution in writing in accordance with regulation 53 shall be deemed to have been duly executed on behalf of a corporation if signed by one of its directors or its secretary. In the case of a share held by joint holders the signature of any one of them shall be sufficient for the purposes of that regulation

DIRECTORS

10 The number of Directors need not exceed one and regulation 64 shall be modified accordingly

11 The first Director or Directors shall be appointed in writing by completion of the statement required to be delivered for registration by section 10 of the Act

12 A Director shall not be required to hold any qualification shares in the Company.

POWERS AND DUTIES OF DIRECTORS

13 Subject to the provisions of the Statutes, a Director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest a Director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him. Regulation 94 shall be modified accordingly

14 The Directors may exercise all the powers of the Company contained in Clause 3 28 of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers

APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

15 1 Without prejudice to the powers of the Company under section 303 of the Act to remove a Director by Ordinary Resolution, the holder or holders for the time being of more than one half of the issued Ordinary Shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a Director or Directors and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a corporation signed on its behalf by one of its directors or its secretary and shall take effect upon lodgement at the registered office of the Company

15 2 The office of a Director shall be vacated if he is removed from office under Article 15 1. Regulation 81 shall be modified accordingly

15 3 Unless and until otherwise determined by the Company by Ordinary Resolution, either generally or in any particular case, no Director shall vacate

or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy, and any person proposed to be appointed a Director shall be capable of being appointed as a Director notwithstanding that he has attained the age of seventy, and no special notice need be given of any resolution for the appointment as a Director of a person who shall have attained the age of seventy, and it shall not be necessary to give to the members notice of the age of any Director or person proposed to be appointed as such

ROTATION OF DIRECTORS

16 The Directors shall not be liable to retire by rotation, and accordingly the second and third sentences of regulation 79 shall be deleted

ALTERNATE DIRECTORS

17 1 Any appointment or removal of an alternate Director made under Table A shall be delivered at the registered office of the Company In regulation 65 the words "approved by resolution of the directors and" shall be deleted

17 2 If his appointor is for the time being absent from the United Kingdom or otherwise not available the signature of an alternate Director to any resolution in writing of the Directors shall be as effective as the signature of his appointor An alternate Director may represent more than one Director and shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director

17 3 An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements with the Company and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration, except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct

PROCEEDINGS OF DIRECTORS

18 1 Any Director or member of a committee of the Directors may participate in a meeting of the Directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting

18 2 The following sentence shall be inserted after the first sentence of regulation 72 "Any committee shall have power unless the Directors direct otherwise to co-opt as a member or members of the committee for any specific purpose any person or persons although not being a Director of the Company "

18 3 A sole Director may exercise all the powers conferred by these Articles on the Directors and for such time as there is not more than one director of the Company there shall be no requirement for a quorum or meetings of directors regulations 88 and 89 shall be modified accordingly

THE SEAL

19 1 If the Company has a common seal it shall only be used with the authority of the Directors or of a committee of Directors The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or second Director The obligation under regulation 6 relating to the sealing of share certificates shall apply only if the Company has a common seal

19 2 The Company may exercise the powers conferred by section 39 of the Act in relation to having an official seal for use abroad, and such powers shall be vested in the Directors

NOTICES

20 1 Every Director of the Company and every alternate Director shall be entitled to receive notices of general meetings (at his usual address or such other address as he may notify to the Company) in addition to the persons so entitled under the Statutes The third sentence of regulation 112 shall be deleted

20 2 Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail, and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed Regulations 111 and 112 shall be amended accordingly

INDEMNITY

21 1 Subject to the provisions of and so far as may be consistent with the Statutes but without prejudice to any indemnity to which a Director may be otherwise entitled 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/or discharge of his duties and/or the exercise of his powers and/or otherwise in relation to or in connection with his duties powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted by him by the Court

21 2 The Directors shall have power to purchase and maintain for any Director, Auditor, Secretary or other officer insurance against such liability as is referred to in Section 310 (1) of the Act with effect from the bringing into force of Section 137 of the Companies Act 1989

MISCELLANEOUS PROVISIONS

22 Table A shall be further modified as follows

- (a) in regulation 37 the words “within the United Kingdom” shall be deleted,
- (b) in regulation 66 the second sentence shall be deleted,
- (c) in regulation 88 the third sentence shall be deleted,
- (d) in regulation 90 the words “but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting” shall be deleted,
- (e) in regulation 112 the words “(or at such other address, whether within or outside the United Kingdom, as he may supply to the Company for that purpose)” shall be inserted after “registered address”,
- (f) regulation 116 shall be modified by the substitution of the words “at the address, if any, whether within or outside the United Kingdom” for the words “the address, if any, within the United Kingdom”