

The Companies Acts 1985 and 1989

COMPANY LIMITED BY SHARES

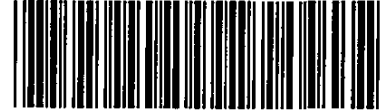
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ARTICLES OF ASSOCIATION

OF

STAINLESS HANDRAIL SYSTEMS LIMITED

FRIDAY



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28/09/2012

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COMPANIES HOUSE

1 Subject as hereinafter provided, the regulations contained or incorporated in Table A in The Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company

2 Regulations 8, 64, 76, 77 and 113 of Table A shall not apply to the Company

3 The Company is a private company and accordingly no offer or invitation shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public

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- (a) *The share capital of the Company is comprised of*
 - (i) *A ordinary shares of £1 each ("A Shares"),*
 - (ii) *B ordinary shares of £1 each ("B Shares"), and*
 - (iii) *C ordinary shares of £1 each ("C Shares")*
- (b) *The A Shares and the B Shares and the C Shares shall be separate classes of shares and shall be entitled to dividends declared from time to time on a discretionary basis on each class of shares (a separate class right)*
- (c) *In relation to voting*
 - (i) *the holders of the A Shares shall be entitled to the right to receive notice of, to attend, and/or to vote at any general meeting of the Company (including but without limitation the right to receive and/or vote on any proposed written resolution(s) of the Company),*
 - (ii) *the holders of the B Shares and/or C Shares shall not be entitled to receive notice of, attend or speak at any general meeting of the Company (and for the avoidance of doubt, the holders of the B Shares and/or C Shares shall have no right to receive*

and/or vote on any proposed written resolution(s) of the Company)

- (d) On a return of capital on liquidation or otherwise, the surplus assets and retained profits of the Company remaining after payment of its liabilities shall be distributed amongst the holders of the A Shares proportionately to the number of A Shares held by each holder of A Shares, and the holders of the B Shares and/or C Shares shall have no rights on a return of capital on liquidation or otherwise*
- (e) On a sale of shares in the capital of the Company, the holders of the B Shares and/or C Shares shall be entitled to the nominal value of each B Share and/or C Share held and the remainder of any consideration shall be distributed amongst the holders of the A Shares apportioned to the number of A Shares held by each holder of A Shares*
- (f) The A Shares and/or the B Shares and/or C Shares shall not be entitled to be redeemed whether at the option of the shareholder(s) or the Company*

5 (a) The Directors may subject to Article 6 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the Companies Act 1985) of the Company to such persons and generally on such terms and conditions as the Directors think proper

(b) The general authority conferred by paragraph (a) of this Article shall be conditional upon due compliance with Article 6 hereof and shall extend to the amount of the authorised share capital of the Company upon its incorporation. The said authority will expire on the date of the fifth anniversary of the incorporation unless renewed, varied or revoked by the Company in general meeting in accordance with section 80 or section 80A of the Act

(c) The Directors shall be entitled under the general authority conferred by paragraph (a) of this Article to make at any time before the expiry- of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority

6 (a) Subject to any direction to the contrary that" may be given by the Company in general meeting all shares authorised pursuant to Article 5 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of the shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and upon such terms as they think most beneficial to the Company. The Directors may in like manner dispose of any such shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same,

cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided

(b) By virtue of section 91(1) of the Companies Act 1985, sections 89(1) and 90(1) to 90(6) inclusive of that Act shall not apply to the Company

7 The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company, but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon

8 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. The first sentence of Regulation 24 of Table A shall not apply to the Company

9 In accordance with section 372(3) of the Companies Act 1985 in every notice calling a General Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company. Regulation 38 of Table A shall be modified accordingly and the second sentence of Regulation 59 of Table A shall not apply to the Company

10 In Regulation 41 of Table A there shall be added at the end "If at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved "

11 Unless and until the Company in general meeting shall otherwise determine, there shall be no maximum number of Directors and the minimum number of Directors shall be one. If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles and by Table A and Regulation 89 of Table A shall be modified accordingly. The first Directors of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Companies Act 1985

12 The Company shall not be subject to section 293 of the Companies Act 1985, and accordingly any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age

13 No person other than a Director retiring by rotation shall be elected a Director at any general meeting unless—

- (i) he is recommended by the Directors, or
- (ii) not less than fourteen nor more than thirty-five clear days before the date of the meeting a notice in writing signed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for election, together with a notice in writing signed by that person of his willingness to be elected

14 A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the capital of the Company

NAMES AND ADDRESSES OF SUBSCRIBERS

ROBERT EDWARD WITCOMB
THE BROCHES
CHASE GARDENS
NORTON CANES
WS11 9FG



MARK ANTHONY BUSBY
2 CORNFLOWER ROAD
CLAYHANGER
WALSALL
WS8 7RD



Dated this 10th day of October 2005

Witness to the above Signatures —

BRM SHEPHERD
SOLICITOR
6, BIRMINGHAM ROAD
GREAT BARR, BIRMINGHAM
B43 6NR