



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company No. 6676517

The Registrar of Companies for England and Wales hereby certifies that

BODYCOTE SPRINGWOOD LIMITED

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House on **19th August 2008**



N06676517P



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

110205/50 FT
SD

The Companies Acts 1985 and 1989

And

The Companies Act 2006

TUESDAY



A12 19/08/2008 75
COMPANIES HOUSE

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

Bodycote Springwood Limited

- 1 The name of the Company is **Bodycote Springwood Limited**
- 2 The Company's Registered Office is to be situated in England and Wales
- 3 The Company's objects are -
 - (a) To acquire and hold shares, stocks, debentures, debenture stock, scrip, bonds, notes, securities and obligations issued or guaranteed by any company constituted or carrying on business in any part of the world, and funds, loans, securities or obligations of or issued or guaranteed by any government, state or dominion, public body or authority, supreme, municipal, local or otherwise, whether at home or abroad and to acquire any such shares, stocks, debentures, debenture stock, scrip bonds, notes, securities, obligations, funds or loans by original subscription, tender, purchase, participation in syndicates, exchange or otherwise, and whether or not fully paid up and to subscribe for the same either conditionally or otherwise, and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof, and to vary and transpose from time to time as may be considered expedient any of the Company's investments for the time being
 - (b) To carry on any other business which in the opinion of the Company may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the company and is calculated to enhance the value of the Company's property or further its objects or any of them
 - (c) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind for such consideration and on such

terms as may be considered expedient

- (d) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above
- (e) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance
- (f) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or any obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly
- (g) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid)
- (h) To enter into any arrangements with any government or authority or person and to obtain from any such government or authority or person any legislation, orders, rights, privileges, franchises and concessions and to carry out, exercise and comply with the same
- (i) To grant pensions, annuities, allowances, gratuities, superannuation and bonuses or other allowances and benefits (including allowances on death) to officers, ex-officers, employees or ex-employees of the Company or any company which at any time is or was a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated the Company or of any

predecessor in business of any of them, or the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependants or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute or maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or its officers or employees

- (j) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments
- (k) To purchase and maintain for any director, other officer or auditor of the Company insurance against any liability against which the Company may lawfully insure any such persons including (without prejudice to the generality of the foregoing) any liability which by virtue of any rule of law would attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company
- (l) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined
- (m) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine
- (n) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired
- (o) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company

- (p) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company
- (q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on
- (r) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit
- (s) To amalgamate with any other company whose objects are to include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner
- (t) To distribute among the members and creditors of the Company in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law To cease carrying on or wind up any business or activity of the Company and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory
- (u) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise
- (v) To do all such things as are incidental or conducive to the above objects or any of them or is likely, directly or indirectly, to enhance the value of or render more profitable all or any part of the Company's undertaking, property or assets or otherwise to advance the interests of the Company or of its members

And it is hereby declared that in the construction of this clause the word "company" except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed therein, be in nowise limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide

a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company

4 The liability of the members is limited ✓

5 The Company's share capital is

(a) £30,000,000 00 divided into 30,000,000 Ordinary shares of £1 00 each ✓

The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise

I, the person whose name and address is subscribed is desirous of being formed into a Company in pursuance of this Memorandum of Association and I respectively agree to take the number of shares in the capital of the Company set opposite my name

Name and Address of Subscribers	Number of Ordinary shares of £1 00 each taken by each subscriber
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Bodycote plc
Hulley Road
Hurdsfield
Macclesfield
Cheshire
SK10 2SG

1



David Farrington Landless,
Authorised signatory

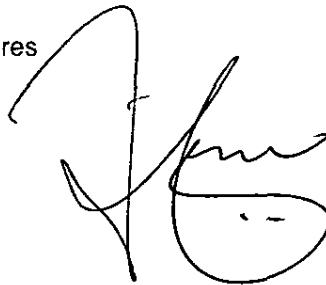
Total Shares

1

Dated 14 August 2008

Witness to the above signatures

John Roland Grime
247 Bramhall Lane South
Bramhall
Stockport
Cheshire
SK7 3DP



THE COMPANIES ACT 1985 and 1989
And
THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
BODYCOTE SPRINGWOOD LIMITED

1 PRELIMINARY

The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 in force at the time of adoption of these Articles a copy of such Table being attached to these Articles and hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied by these Articles and such regulations (save as so excluded or varied) and these Articles shall be the regulations of the Company

2 INTERPRETATION

In these Articles and in Table A the following expressions have the following meanings unless inconsistent with the context

"these Articles"	these Articles of Association, whether as originally adopted or as from time to time altered by special resolution
"clear days"	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
"Companies Act 1985"	the Companies Act 1985 (as amended from time to time)
"Companies Act 2006"	the Companies Act 2006 (as amended from time to time)
"the directors"	the directors for the time being of the Company or (as the context shall require) any of them

	acting as the board of directors of the Company
“electronic address”	any address or number used for the purposes of sending or receiving documents for information by electronic means
“electronic form” “electronic means”	and have the meaning given in section 1168 of the Companies Act 2006
“hard copy form”	has the meaning given in section 1168 of the Companies Act 2006
“the holder”	in relation to shares means the member whose name is entered in the register of members as the holder of the shares
“office”	the registered office of the Company
“seal”	the common seal of the Company (if any)
“secretary”	the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary
“share”	includes any interest in a share
“Statutes”	the Companies Acts as defined in section 2 of the Companies Act 2006 and every other statute, order, regulation, instrument or other subordinate legislation for the time being in force relating to companies and affecting the Company
“the United Kingdom”	Great Britain and Northern Ireland

Unless the context otherwise requires, words or expressions contained in these Articles and in Table A bear the same meaning as in the Statutes but excluding any statutory modification thereof not in force when these Articles become binding on the Company Regulation 1 of Table A shall not apply to the Company

References to any statute or statutory provision include, unless the context otherwise requires, a reference to that statute or statutory provision as modified, replaced, re-

enacted or consolidated and in force from time to time any subordinate legislation made under the relevant statute or statutory provision

The word “address” where it appears in these Articles includes postal address and electronic address and “registered address” shall be construed accordingly.

3 SHARE CAPITAL

3.1 The authorised share capital of the Company at the time of adoption of these Articles is £30,000,000 divided into 30,000,000 Ordinary Shares of £1.00 each

3.2 No shares comprised in the authorised share capital of the Company from time to time shall be issued without the consent in writing of the holder or holders (in aggregate) of a majority of the voting rights in the Company (within the meaning of section 736A(2) of the Companies Act 1985) nor shall any share be issued at a discount or otherwise be issued in breach of the provisions of these Articles or of the Companies Act 1985

3.3 In accordance with section 91(1) of the Companies Act 1985, sections 89(1) and 90(1) to (6) (inclusive) of that Act shall not apply to the Company

4 LIEN

The Company shall have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 of Table A shall be modified accordingly

5 CALLS ON SHARES AND FORFEITURE

There shall be added at the end of the first sentence of regulation 18 of Table A, so as to increase the liability of any member in default in respect of a call, the words “and all expenses that may have been incurred by the Company by reason of such non-payment”

6 TRANSFER OF SHARES

The first sentence in regulation 24 of Table A shall not apply to the Company. The words “They may also” at the beginning of the second sentence of that regulation shall be replaced by the words “The directors may”

In the event that the number of members of the Company shall fall to one there shall, on the occurrence of that event, be entered in the Company's register of members with the name and address of the sole member ("**Sole Member**") a statement that the Company has only one member and the date on which the Company became a company having only one member.

In the event that the number of members of the Company shall increase from one member to two or more members there shall, on the occurrence of that event be entered in the Company's register of members with the name and address of the person who was formerly the Sole Member, a statement that the Company has ceased to have only one member and the date on which the Company became a company having more than one member

7. GENERAL MEETINGS

The directors may call general meetings and regulation 37 of Table A shall not apply to the Company.

8 NOTICE OF GENERAL MEETINGS

8 1 A notice convening a general meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and regulation 38 of Table A shall be modified accordingly The words "or a resolution appointing a person a director" and paragraphs (a) and (b) in regulation 38 of Table A shall be deleted and the words "in accordance with section 369(3) of the Companies Act 1985" shall be inserted after the words "if it is so agreed" in that regulation

8 2 All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting with the exception of declaring a dividend, the consideration of the profit and loss account, balance sheet, and the reports of the directors and auditors, the appointment of and the fixing of the remuneration of the auditors and the giving or renewal of any authority in accordance with the provisions of section 80 of the Companies Act 1985

8.3 Every notice convening a general meeting shall:-

8 3 1 comply with the provisions of section 372(3) of the Companies Act 1985 as to giving information to members relating to their right to appoint proxies,

8 3 2 be given in accordance with the Companies Act 2006, that is in hard copy form, electronic form or by means of a website

8 4 The Company may send a notice of meeting by making it available on a website or by sending it in electronic form and if notice is sent in either way it will be valid provided it complies with the relevant provisions of the Companies Act 2006

8 5 Notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditors for the time being of the Company

9 PROCEEDINGS AT GENERAL MEETINGS

9.1 The words, “save that, if and for so long as the Company has only one person as a member, one member present in person or by proxy shall be a quorum” shall be added at the end of the second sentence of regulation 40 of Table A

9 2 If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine, and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor the member or members present in person or by proxy or (being a body corporate) by representative and entitled to vote upon the business to be transacted shall constitute a quorum and shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place Regulation 41 of Table A shall not apply to the Company

10 VOTES OF MEMBERS

10 1 Regulation 54 of Table A shall not apply to the Company Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member entitled to vote who (being an individual) is present in person or by proxy (not being himself a member entitled to vote) or (being a corporate body) is present by a representative or proxy (not being himself a member entitled to vote) shall have one vote and, on a poll, every member who is present in person, by representative or by proxy shall have one vote for each share of which he is the holder

10 2 The words “be entitled to” shall be inserted between the words “shall” and “vote” in regulation 57 of Table A

10 3 A member shall not be entitled to appoint more than one proxy to attend on the same occasion and accordingly the final sentence of regulation 59 of Table A shall not

apply to the Company Any such proxy shall be entitled to cast the votes to which he is entitled in different ways

- 10.4 At any time when the Company has only one member any decision which may be taken by the Company in general meeting may be made by the Sole Member and shall be as valid as if agreed by the Company in general meeting
- 10.5 If the Sole Member shall take any such decision as is referred to in **Article 10.4** the Sole Member shall (unless such decision is made by way of a written resolution) provide the Company with a written record of the decision
- 10.6 Failure to comply with the provisions of **Article 10.5** shall not affect the validity of any decision made by the Sole Member and a person dealing with the Company shall not be concerned to inquire whether a written record has been provided to the Company in accordance with **Article 10.5**.

11 NUMBER OF DIRECTORS

- 11.1 Regulation 64 of Table A shall not apply to the Company
- 11.2 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be one

12 ALTERNATE DIRECTORS

- 12.1 The words "Subject to his obtaining the prior approval of the Sole Member (if there is one)," shall be inserted at the beginning of regulation 65 of Table A.
- 12.2 An alternate director shall be entitled to receive notice of all meetings of the directors and of all meetings of committees of the directors of which his appointor is a member (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him), to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor at such meeting as a director in his absence An alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company 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 Regulation 66 of Table A shall not apply to the Company

12.3 A director, or any such other person as is mentioned in regulation 65 of Table A, may act as an alternate director to represent more than one director, and an alternate director 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, but he shall count as only one for the purpose of determining whether a quorum is present and the final sentence of regulation 88 shall not apply to the Company

12.4 Save as otherwise provided in the regulations of the Company, an alternate director shall be deemed for the purposes specified in **Article 12.1** to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him. Regulation 69 of Table A shall not apply to the Company

13 APPOINTMENT AND RETIREMENT OF DIRECTORS

13.1 The directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) of Table A shall not apply to the Company

13.2 A member or members holding a majority of the voting rights in the Company (within the meaning of section 736A(2) of the Companies Act 1985) shall have power at any time, and from time to time, to appoint any person to be a director, either as an additional director (provided that the appointment does not cause the number of directors to exceed any number determined in accordance with **Article 11.2** as the maximum number of directors for the time being in force) or to fill a vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be made by notice in writing to the Company signed by the member or members making the same or, in the case of a member being a corporate body, signed by one of its directors or duly authorised officers or by its duly authorised attorney and shall take effect upon lodgement of such notice at the office

13.3 The Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director

13.4 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number determined in accordance with **Article 11.2** as the maximum number of directors for the time being in force.

13 5 If, immediately following and as a result of the death of a member, the company has no members and if at that time it has no directors, the personal representatives of the deceased member may appoint any person to be a director and the director who is appointed will have the same rights and be subject to the same duties and obligations as if appointed by ordinary resolution in accordance with **Article 13.3** If two members die in circumstances rendering it uncertain which of them survived the other, such deaths shall, for the purposes of this Article, be deemed to have occurred in order of seniority and accordingly the younger shall be deemed to have survived the elder

14 **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

The office of a director shall be vacated if

14 1 he ceases to be a director by virtue of any provision of the Statutes or these Articles or he becomes prohibited by law from being a director, or

14 2 he becomes bankrupt or makes any arrangement or composition with his creditors generally, or

14 3 he is, or may be, suffering from mental disorder and either:

14 3.1 he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or

14 3 2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs, or

14 4 he resigns his office by notice to the Company, or

14 5 he shall for more than six consecutive months have been absent without permission of the directors from meetings of the directors held during that period and the directors resolve that his office be vacated, or

14 6 he is removed from office as a director pursuant to **Article 13.2**,

and regulation 81 of Table A shall not apply to the Company

15 GRATUITIES AND PENSIONS

Regulation 87 of Table A shall not apply to the Company and the directors may exercise any powers of the Company conferred by its Memorandum of Association to give and provide pensions, annuities, gratuities or any other benefits whatsoever to or for past or present directors or employees (or their dependants) of the Company or any subsidiary or associated undertaking (as defined in section 27(3) of the Companies Act 1989) of the Company and the directors shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers

16 PROCEEDINGS OF THE DIRECTORS

16 1 Whensoever the minimum number of the directors shall be one pursuant to the provisions of **Article 11.2**, a sole director shall have authority to exercise all the powers and discretions which are expressed by Table A and by these Articles to be vested in the directors generally and regulations 89 and 90 of Table A shall be modified accordingly

16 2 Subject to the provisions of the Statutes, and provided that he has disclosed to the directors the nature and extent of any interest of his, a director notwithstanding his office

16 2 1 may be a party to or otherwise interested in any transaction or arrangement with the Company or in which the Company is in any way interested,

16 2 2 may be a director or other officer of or employed by or be a party to any transaction or arrangement with or otherwise interested in any body corporate promoted by the Company or in which the Company is in any way interested,

16 2 3 may, or any firm or company of which he is a member or director may, act in a professional capacity for the Company or any body corporate in which the Company is in any way interested,

16 2 4 shall not by reason of his office be accountable to the Company for any benefit which he derives from such office, service or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit, and

- 16 2 5 shall be entitled to vote on any resolution and (whether or not he shall vote) be counted in the quorum on any matter referred to in any of **Articles 16.2.1 to 16.2.4** (inclusive) or on any resolution which in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever and if he shall vote on any resolution as aforesaid his vote shall be counted
- 16 3 For the purposes of **Article 16.2:**
- 16 3.1 a general notice to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified,
- 16 3 2 an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his, and
- 16 3 3 an interest of a person who is for any purpose of the Companies Act 1985 (excluding any statutory modification not in force when these Articles were adopted) connected with a director shall be treated as an interest of the director and in relation to an alternate director an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise
- 16 4 Any director (including an alternate director) may participate in a meeting of the directors or a committee of the directors of which he is a member by means of a 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 and, subject to these Articles and the Companies Act 1985, he shall be entitled to vote and be counted in a quorum accordingly Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is
- 16 5 Regulation 88 of Table A shall be amended by substituting for the sentence
- “It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom ”

the following sentence

“Notice of every meeting of the directors shall be given to each director and his alternate, including directors and alternate directors who may for the time being be absent from the United Kingdom and have given the Company an address within the United Kingdom for service ”

16 6 Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company

17 **THE SEAL**

If the Company has a seal it shall be used only with the authority of the directors or of a committee of the directors The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined, every instrument to which the seal is affixed shall be signed by one director and by the secretary or another director The obligation under regulation 6 of Table A relating to the sealing of share certificates shall only apply if the Company has a seal Regulation 101 of Table A shall not apply to the Company.

18 **NOTICES**

18 1 In regulation 112 of Table A, the words “by telex to a telex number supplied by the member for such purpose or” shall be inserted immediately after the words “or by sending it” and the words “first class” shall be inserted immediately before the words “post in a prepaid envelope”.

18.2 Where a notice is sent by first class post, proof of the notice having been posted in a properly addressed, prepaid envelope shall be conclusive evidence that the notice was given and shall be deemed to have been given at the expiration of 24 hours after the envelope containing the same is posted Where a notice is sent by telex receipt of the appropriate answerback shall be conclusive evidence that the notice was given and the notice shall be deemed to have been given at the time of transmission following receipt of the appropriate answerback. Regulation 115 of Table A shall not apply to the Company.

18 3 Where a notice is sent by making it available on a website, the notice shall be deemed to have been given either when it was first made available on the website or when the member received or was deemed to have received notice of the fact that the notice was available on the website.

18.4 If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Company is unable effectively to convene a general meeting by

notices sent through the post, a general meeting may be convened by a notice advertised in at least one national daily newspaper and such notice shall be deemed to have been duly served on all members entitled thereto at noon on the day when the advertisement appears. In any such case the Company shall send confirmatory copies of the notice by post if at least seven days prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.

19 **WINDING UP**

In regulation 117 of Table A, the words “with the like sanction” shall be inserted immediately before the words “determine how the division”

20 **INDEMNITY**

20 1 Subject to the provisions of, and so far as may be permitted by, the Companies Act 1985 but without prejudice to any indemnity to which the person concerned may be otherwise entitled, the Company may indemnify every director, alternate director, auditor, secretary or other officer of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or the exercise of his powers or otherwise in relation to or in connection with his duties, powers or office, including any liability which may attach to him in respect of any negligence, default, breach of duty or breach of trust in relation to anything done or omitted to be done or alleged to have been done or omitted to be done by him as a director, alternate director, auditor, secretary or other officer of the Company. Regulation 118 of Table A shall not apply to the Company.

20 2 The directors may purchase and maintain at the cost of the Company insurance cover for or for the benefit of every director, alternate director, auditor, secretary or other officer of the Company or of any associated company (as defined in the Companies Act 1985) against any liability which may attach to him in respect of any negligence, default, breach of duty or breach of trust by him in relation to the Company (or such associated company), including anything done or omitted to be done or alleged to have been done or omitted to be done by him as a director, alternate director, auditor, Secretary or other officer of the Company or associated company.

20 3 Subject to the provisions of, and so far as may be permitted by, the Companies Act 1985, the Company shall be entitled to fund the expenditure of every director, alternate director or other officer of the Company incurred or to be incurred

20 3 1 in defending any criminal or civil proceedings, or

20 3 2 in connection with any application under sections 144(3), 144(4) or 727 of the Companies Act 1985.

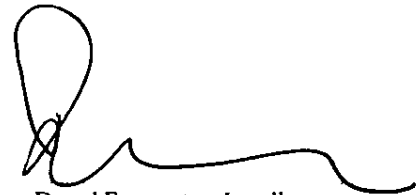
21. DOCUMENTS SENT IN ELECTRONIC FORM OR BY MEANS OF A WEBSITE

21 1 Where the Statues permit the Company to send documents or notices to its members in electronic form or by means of a website such documents and notices will be validly sent provided the Company complies with the requirements of the Statutes

21 2 Subject to any requirements of the Statutes, documents and notices may be sent to the Company in electronic form to the address specified by the Company for that purpose and such documents or notices sent to the Company are sufficiently authenticated if the identity of the sender is confirmed in the way the Company has specified

NAMES AND ADDRESSES OF SUBSCRIBERS

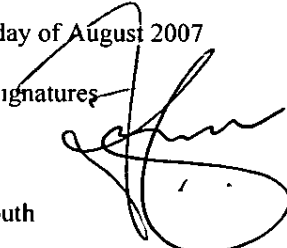
Bodycote Plc
Hulley Road
Hurdsfield
Macclesfield
Cheshire
SK10 2SG



David Farrington Landless,
Authorised signatory

Dated this fourteenth day of August 2007

Witness to the above signatures



John Roland Grime
Cerne Abbas
247 Bramhall Lane South
Bramhall
STOCKPORT
Cheshire
SK7 3DP

Declaration on application for registration

Please complete in typescript,
or in bold black capitals.

CHFP010

Company Name in full

Bodycote Springwood Limited

I, John Roland Grime

of Cerne Abbas, 247 Bramhall Lane South, Bramhall,
STOCKPORT, Cheshire, SK7 3DP

do solemnly and sincerely declare that I am a ~~person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985~~ and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835

Declarant's signature

Declared at Sunrise House, Hulley Road, Macclesfield, Cheshire,
SK10 2LP

Day Month Year

on 1 8 0 8 2 0 0 8

Please print name

before me

Nicholas Mark Findlow

Signed

N. M. Findlow

Date

18 August 2008

A Commissioner for Oaths or Notary Public or Justice of the Peace or
Solicitor

MARK FINDLOW
SOLICITOR
SUNRISE HOUSE
HULLEY ROAD
HURDSFIELD
MACCLESFIELD
CHESHIRE SK10 2LP

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query

The Secretary, Bodycote plc, Hulley Road,
Hurdsfield, Macclesfield, Cheshire, SK10 2SG
Tel Tel: 01625-505300
Fax Fax: 01625-505313
DX number DX exchange

When you have completed and signed the form please send it to the Registrar of Companies at
Companies House, Crown Way, Cardiff, CF4 3UZ **DX 33050 Cardiff**
for companies registered in England and Wales
or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**

Please complete in typescript,
or in bold black capitals.

CHFP010

Notes on completion appear on final page

Company Name in full

First directors and secretary and intended situation of registered office

Bodycote Springwood Limited

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Post town

County / Region

Springwood Court, Springwood Close, Tytherington		
Business Park		
Macclesfield		
Cheshire	Postcode	SK10 2XF

If the memorandum is delivered by an agent for the subscriber(s) of the memorandum mark the box opposite and give the agent's name and address

Agent's Name

Address

Post town

County / Region

<input type="checkbox"/>	

Number of continuation sheets attached

1

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query

The Secretary, Bodycote plc, Hulley Road,	
Hurdsfield, Macclesfield, Cheshire, SK10 2SG	
Tel	01625-505300
Fax	01625-505313
DX number	DX exchange

When you have completed and signed the form please send it to the Registrar of Companies at
Companies House, Crown Way, Cardiff, CF4 3UZ **DX 33050 Cardiff**
 for companies registered in England and Wales
 or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
 for companies registered in Scotland **DX 235 Edinburgh**

Company Secretary (See notes 1-5)

Company name

Bodycote Springwood Limited

Name * Style / Title

Mr

* Honours etc

* Voluntary details

Forename(s)

John Roland

Surname

Grime

Previous forename(s)

Previous surname(s)

Address

Cerne Abbas, 247 Bramhall Lane South, Bramhall

Usual residential address

For a corporation, give
the registered or principal
office address

Post town

STOCKPORT

County / Region

Cheshire

Postcode

SK7 3DP

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

14 AUG 2008

Directors (see notes 1-5)

Please list directors in alphabetical order

Name * Style / Title

Mr

* Honours etc

Forename(s)

David Farrington

Surname

Landless

Previous forename(s)

Previous surname(s)

Address

Marlpool, 60 Heybridge Lane, Prestbury

Usual residential address

For a corporation, give
the registered or principal
office address

Post town

Macclesfield

County / Region

Cheshire

Postcode

SK10 4ER

Country

Day		Month		Year			
2	4	0	1	1	9	6	0

Nationality

BRITISH

Business occupation

Finance Director

Other directorships

See attached schedule

I consent to act as director of the company named on page 1

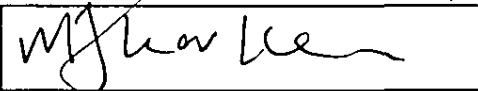
Consent signature

Date

14 AUG 2008

Bodycote

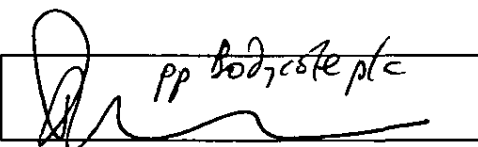
Directors (continued) (see notes 1-5)

* Voluntary details	Name	* Style / Title	Mr	* Honours etc	
		Forename(s)	Michael John		
		Surname	Harkcom		
		Previous forename(s)			
		Previous surname(s)			
	Address	10 Waveney Drive			
	Usual residential address				
	For a corporation, give the registered or principal office address	Post town	Wilmslow		
		County / Region	Cheshire	Postcode	SK9 3UJ
		Country			
		Day	Month	Year	
	Date of Birth	1	9	0	2
		1	9	7	5
		Nationality	British		
	Business occupation	Solicitor			
	Other directorships	None			
		I consent to act as director of the company named on page 1			
	Consent signature			Date	14 AUG 2008

This section must be signed by Either
an agent on behalf of all subscribers

Signed		Date	
---------------	--	-------------	--

Or the subscribers
(i.e. those who signed as members on the memorandum of association).

Signed		Date	14 AUG 2008
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	

Bodycote



**List of other directorships
Schedule to form 10**

*Please complete in typescript,
or in bold black capitals*

CHFP010

Company Number

Company Name in full

Bodycote Springwood Limited

Name

David Farrington Landless

Company Name	Resignation
Bodycote Finance Limited Bodycote Finance UK Limited Bodycote H I P Limited Bodycote Thermal Processing Mexico Limited Coalescence Limited MSL Finance Limited Reid Commodity Dealers Limited	