THE COMPANIES ACTS 1985 -2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF
MJN COLSTON LIMITED (the Company)

28 April 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution number 1 is passed as a special resolution and the following resolutions numbered 2 to 4 are passed as ordinary resolutions

SPECIAL RESOLUTIONS

1 That the regulations contained in the document attached to this resolution and marked A be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of association

ORDINARY RESOLUTIONS

2 That the 3,000 "A" ordinary shares of £1 00 each and the 7,400 "B" ordinary shares of £1 00 each comprising the authorised and issued share capital of the Company each be reclassified as ordinary shares of £1 00 each, each such ordinary share having such rights attaching to it as set out in the articles of association of the Company adopted pursuant to resolution 1 above

3 That the 2,600 "B" ordinary shares of £1 00 each comprising the authorised but unissued share capital of the Company each be reclassified as ordinary shares of £1 00 each, each such ordinary share having such rights attaching to it as set out in the articles of association of the Company adopted pursuant to resolution 1 above

4 That pursuant to the provisions of section 80 of the Companies Act 1985 (the Act), the directors are generally and unconditionally authorised to exercise all powers of the Company to allot, grant options over, offer or otherwise deal with or dispose of relevant securities (within the meaning of that section) up to an aggregate nominal amount of £2,000 provided that this authority shall expire on the date which falls five years from the date of these resolutions save that the directors may before the expiry of the authority granted by this resolution make a further offer or agreement which would or might require relevant securities to be allotted after such expiry and
that resolution or leave both boxes next to that resolution blank. Once you have indicated your voting intentions please sign and date this document and return it to the Company using one of the following methods:

- by hand delivering the signed copy to Nigel Ford, MJN Colston Limited, [address]
- by post returning the signed copy to Nigel Ford, MJN Colston Limited, [address]
- by fax faxing the signed copy to [insert fax number] marked "For the attention of Nigel Ford, MJN Colston Limited"

If there are no resolutions you agree with, you do not need to do anything; you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to a resolution, you may not revoke your agreement.

3. Where, by 31 May 2008, insufficient agreement has been received for a resolution to pass, such resolution will lapse. If you agree to all or any of the resolutions, please ensure that your agreement reaches us before or during this date.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.
the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired and the authority granted by this resolution is in substitution for any authority to allot, grant options over, offer or otherwise deal with or dispose of relevant securities previously granted to the directors which (to the extent that it remains in force and unexercised) is revoked

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to any of the resolutions

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The undersigned, a person entitled to vote on the above resolutions on 28 April 2008, irrevocably agree to those resolutions as indicated above

Signed

Mart

Dated 28/04/08

For and on behalf of
Staveley Engineering Services Limited

NOTES

1 If you wish to vote in favour of a resolution, please put an 'X' in the For box next to that resolution. If you wish to vote against a resolution, please put an 'X' in the Against box next to
THE COMPANIES ACTS 1985-2006

ARTICLES OF ASSOCIATION

OF

MJN COLSTON LIMITED

Incorporated on 20 August 2004

Adopted on 28 April 2008

WALKER MORRIS
Kings Court
12 King Street
LEEDS
LS1 2HL
Tel 0113 2832500
Fax 0113 2459412
Draft no 1 21 04 2008
Ref RGM/STA 1279-50
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THE COMPANIES ACTS 1985-2006
PRIVATE COMPANY LIMITED BY SHARES
MJN COLSTON LIMITED
ARTICLES OF ASSOCIATION
Adopted on 28 April 2008

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 (Table A) shall apply to the Company except to the extent that they are excluded or varied by these articles and those 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

the Act means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provision of the Companies Act 2006 for the time being in force,

these articles means these articles of association, whether as originally adopted or as from time to time altered by special resolution,

authenticated in respect of documents sent to the Company has the meaning given in section 1146 of the Companies Act 2006,

clear days means in relation to the period of a notice 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,

the directors means 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 form** and **electronic means** have the meaning given in section 1168 of the Companies Act 2006,

**executed** means any mode of execution,

**hard copy form** has the meaning given in section 1168 of the Companies Act 2006,

**the holder** means in relation to shares the member whose name is entered in the register of members as the holder of the shares,

**office** means the registered office of the Company,

**seal** means the common seal of the Company (if any),

**secretary** means 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** means any interest in a share, and

**the United Kingdom** means Great Britain and Northern Ireland

Words or expressions contained in these articles and in Table A bear the same meaning as in the Act but excluding any statutory modification not in force when these articles become binding on the Company Regulation 1 of Table A shall not apply to the Company

3 **SHARE CAPITAL**

3 1 The authorised share capital of the Company at the time of adoption of these articles is £13,000 divided into 13,000 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 Acts

3 3 Regulation 4 of Table A and, in accordance with section 91(1) of the Companies Act 1985, sections 89(1) and 90(1) to (6) (inclusive) of the Companies Act 1985 shall not apply to the Company
4 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

5 GENERAL MEETINGS AND RESOLUTIONS

5.1 Every notice convening a general meeting shall

5.1.1 comply with the provisions of section 325(1) of the Companies Act 2006 as to giving information to members relating to their rights to appoint proxies,

5.1.2 be given in accordance with section 308 of the Companies Act 2006, that is in hard copy form, electronic form or by means of a website and any such notice will be valid provided it complies with the provisions of the Companies Act 2006

5.2 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

5.3 Ordinary resolutions and special resolutions may be passed as written resolutions in accordance with the Companies Act 2006. A proposed written resolution will lapse if not passed before the period of 14 days beginning with the circulation date. A written resolution shall be deemed to have been 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

5.4 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. If a Member has appointed multiple proxies, on a show of hands the number of votes of that Member shall be the same number as he would have had, had he attended in person. On a poll, every member, representative or proxy shall have one vote for each share of which he is the holder
The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

There must be a quorum present before a meeting starts to do business and throughout the meeting. A quorum is two people entitled to vote on the business. Each person must be a member, a proxy for a member or an authorised representative of a corporation. Two persons who are proxies of the same Member or representatives of the same corporation cannot constitute a quorum, and a Member present in person who is also acting as a proxy or representative of another Member cannot constitute a quorum. However, if the Company has only one member, that member present in person or by proxy or a duly authorised representative of a corporation will be a quorum and regulation 40 of Table A shall be varied accordingly.

6  APPOINTMENT AND RETIREMENT OF DIRECTORS

6.1 Regulation 64 in Table A shall not apply to the Company.

6.2 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. Whenever the number of directors holding office shall be one, the sole director shall have authority to exercise all the powers and discretions by Table A and by these articles expressed to be vested in the directors generally, and regulation 89 in Table A shall be modified accordingly.

6.3 The directors shall not be required to retire by rotation and regulations 76 to 80 (inclusive) of Table A shall not apply to the Company.

6.4 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 6.2 above 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 appointment or removal 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 registered office of the Company

65 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 62 above as the maximum number of directors for the time being in force.

7 DISQUALIFICATION AND REMOVAL OF DIRECTORS

The office of a director shall be vacated if

71 he ceases to be a director by virtue of any provision of the Acts or these articles or he becomes prohibited by law from being a director, or

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

73 he is, or may be, suffering from mental disorder and either

731 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

732 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

74 he resigns his office by notice to the Company, or

75 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

76 he is removed from office as director pursuant to article 64,

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

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1 The effect of this paragraph and the disappplication of Regulation 79 of Table A will be that Directors appointed by the Directors will not require reapppointment at the next Annual General Meeting (if there is one)
8 ALTERNATE DIRECTORS

8 1 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 in Table A shall not apply to the Company.

8 2 A director may appoint any other director or any such other person as is mentioned in regulation 65 of Table A as his alternate and regulation 65 of Table A shall be modified accordingly and such person may represent more than one director. 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.

8 3 If the appointor of an alternate director is not available the signature of the alternate director to any resolution in writing of the directors shall be as effective as the signature of the appointor.

9 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 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 1260 of the Companies Act 2006) 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.
PROCEEDINGS OF DIRECTORS

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

10.1.1 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,

10.1.2 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,

10.1.3 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,

10.1.4 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

10.1.5 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 10.1.1 to 10.1.4 (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 referred to in this article 10.1.5 his vote shall be counted

10.2 For the purposes of article 10.1

10.2.1 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,

10.2.2 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
10.23. An interest of a person who is for any purpose of the Act (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 notwithstanding any interest which the alternate director has otherwise.

10.3 Regulations 85 and 86 of Table A shall not apply to the Company.

10.4 Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company.

10.5 Any director or member of a committee of the board of directors (including an alternate director) may participate in a meeting of the directors or a committee of the directors by means of conference telephone or similar communications equipment whereby all the persons participating in a meeting can hear each other and any director so participating shall be deemed to be present in person at such meeting and, subject to these articles and the Act, may vote and be counted in the quorum for that meeting. 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.

10.6 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."

11 NOTICES

11.1 Subject to the Articles:

11.1.1 Anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Act provides for documents or information to be sent or supplied by or to the Company for the purposes of the Companies Act 2006. Regulations 111 and 112 of Table A shall be amended accordingly and in regulation 112 of Table A the words "first class" shall be inserted immediately before the words "post in a prepaid envelope," and
any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being, and

a director may agree with the Company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 24 hours

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 facsimile transmission proof of the notice having been sent to the correct facsimile number shall be conclusive evidence that the notice was given and shall be deemed to have been given at the time of the receipt by the sender of a transmission report confirming that the notice has been transmitted correctly.

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 to receive such notice 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.

12 DOCUMENTS SENT IN ELECTRONIC FORM OR BY MEANS OF A WEBSITE

Where the Act permits 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 Act.

Subject to any requirements of the Act documents and notices may be sent 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.
13 THE SEAL

13 1 If the Company has a seal it shall only be used 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 a second 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.

13 2 The Company may exercise the powers conferred by section 39 of the Companies Act 1985 with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

14 INDEMNITY

14 1 Subject to the provisions of and so far as may be consistent with the Acts, the Company may provide for a director an indemnity out of the assets of the Company to the extent that such indemnity is a 'qualifying third party indemnity provision' within the meaning of section 234 of the Companies Act 2006 and may provide a director with funds in accordance with section 205 of the Companies Act 2006 to meet expenditure incurred or to be incurred by him in defending any criminal or civil proceedings or in connection with any application under the provisions mentioned in section 205(5) of the Companies Act 2006, but so that any provision of funds will become repayable by the director or any liability of the Company under any transaction connected with any provision of funds will become repayable by the director not later than

14 1 1 in the event of the director being convicted in the proceedings, the date when the conviction becomes final,

14 1 2 in the event of judgment being given against him in the proceedings, the date when the judgment becomes final, or

14 1 3 in the event of the court refusing to grant him relief on the application, the date when the refusal of relief becomes final.

14 2 Subject to the provisions of the Act, the directors may purchase and maintain insurance at the expense of the Company for the benefit of any director or other officer or auditor of the Company against any liability which may attach to him or loss or expenditure
which, he may incur in relation to anything done or alleged to have been done or omitted to be done as a director, officer or auditor