

COMPANY NO: 3498267

**THE COMPANIES ACT 1985 to 1989**  
**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**  
**of**  
**A F FASTENERS LIMITED**

We, the undersigned members of the above-named Company being all the members who at the date hereof have the right to vote at any general meeting of the Company hereby resolve (to the intent that the following Resolution shall be as effectual as if passed as a Special Resolution at a general meeting duly convened and held) as follows:-

**THAT** the Regulations contained in the printed document annexed hereto be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.

DATED this *30TH* day of *MAY* 2001

*P. B. Sen*

Signed by .....  
duly authorized for and on behalf of  
**LENTERN MANUFACTURING HOLDINGS LIMITED**  
Holder of all the issued Ordinary Shares of £1 each



A40 \*62R4D1BT\* 0602  
COMPANIES HOUSE 07/06/01

COMPANY NO: 3498267

THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed on 30<sup>th</sup> May 2001)

of

**A F FASTENERS LIMITED**

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Incorporated 23<sup>rd</sup> day of January 1998

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Robbins Olivey  
Southern House  
Guildford Road  
Woking  
Surrey GU22 7UY  
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THE COMPANIES ACTS 1985 to 1989  
PRIVATE COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

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A F FASTENERS LIMITED

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Incorporated 23<sup>rd</sup> day of January 1998

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**Interpretation**

- 1 In these Articles, if not inconsistent with the subject or context, the following words and expressions shall have the following means:-

"**The Act**" means the Companies Act 1985 (as amended) and every statutory modification or re-enactment thereof for the time being in force.

"**Table A**" means Table A in the Schedule to the Companies (Tables A-F) Regulations 1985 as amended by the Companies (Tables A-F) (Amendment) Regulations 1985

**Table A**

- 2 The Regulations contained in Table A shall apply to the Company except insofar as they are excluded by or are inconsistent with these Articles.
- 3 Regulations 24, 35, 64, 73 to 81 inclusive, 94, 95 and 118 of Table A shall not apply to the Company.

**Share Capital**

- 4 The authorized share capital of the Company at the date of adoption of these Articles is £1,000 divided into 1,000 Shares of £1 each
- 5 The provisions of section 89(1) of the Act shall not apply to the Company.
- 6 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.
- 7 Subject to the provisions of the Act, the Company may purchase any of its own shares.

- 8 Subject to the provisions of the Act, the Company may make a payment in respect of any redemption or purchase of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

#### **Proceedings at general meetings**

- 9 Whenever the Company shall have only one member that member shall constitute a quorum for the holding of any general meeting of the Company and shall be entitled to exercise all the powers discretions and authorities vested in the members for the calling and holding of general meetings and the passing of resolutions and Regulations 40 and 46 of Table A shall be modified accordingly.
- 10 In the case of a corporation the signature of a director or the secretary thereof and in the case of joint holders of a share the signature of any one of such joint holders, shall be sufficient for the purposes of passing resolutions in writing pursuant to regulation 53 of Table A.
- 11 A proxy shall be entitled to vote on a show of hands and regulation 54 of Table A shall be modified accordingly.
- 12 In the case of a corporation a director or the secretary thereof shall be deemed to be a duly authorised representative for the purpose of regulation 54 of Table A.

#### **Directors**

- 13 Unless and until otherwise determined by an Ordinary Resolution of the Company the minimum number of directors shall be one and there shall be no limitation as to the maximum number of directors. Whenever there shall be only one director of the Company such director may act alone in exercising all the powers discretions and authorities vested in the directors and Regulation 89 of Table A shall be modified accordingly
- 14 A director shall not be required to hold any qualification shares in the Company.
- 15 A director who is in any way either directly or indirectly interested in any actual or proposed contract, transaction or arrangement with the Company or in which the Company is otherwise interested shall declare the nature of his interest at a meeting of the directors in accordance with Section 317 of the Act. Subject to such disclosure, a director shall be entitled to vote in respect of such contract, transaction or arrangement and he shall be counted in reckoning whether a quorum is present.
- 16 It shall not be necessary for the directors to sign a book recording their attendances at meetings of directors and regulation 100 of Table A shall be modified accordingly.

#### **Appointment and disqualification of directors**

- 17 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 either as additional director or to fill any vacancy 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 company signed on its behalf by one of its directors and shall take effect upon lodgment at the registered office of the Company.
- 18 The office of a director shall be vacated:-
- (i) if by notice in writing to the Company he resigns the office of director;
  - (ii) if he shall for more than 6 months have been absent without permission of the directors from meetings of the directors held during that period, unless he shall have appointed an alternate director who has not been similarly absent during such period;
  - (iii) If he becomes bankrupt or enters into any arrangement with his creditors;
  - (iv) if he is prohibited by law from being a director or by an order made under any provision of the Act;
  - (v) if he becomes of unsound mind;

(vi) if he is removed from office under article 17

19 Any director or member of a committee of the board 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.

20 The following sentence shall be added to regulation 72 of Table A:

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 and whether or not they are a director of the company.

#### **Indemnity**

21 Subject to the provisions of the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him as such director or other officer or auditor in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability.

22. 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 by him as a director, officer or auditor.