

Company No: 509133

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN SPECIAL RESOLUTION


OF

MASSEY FERGUSON (UNITED KINGDOM) LIMITED

(passed on 10th November 1995 in accordance with s.381A of the Companies Act 1985).

THAT the Articles of Association of the Company be amended and the form set out in the attached draft be adopted forthwith.

Dated: 10th November 1995



Massey Ferguson Manufacturing Ltd
Sole Member



The Companies Acts 1985 to 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

MASSEY FERGUSON (UNITED KINGDOM) LIMITED

Registered No. 509133

PRELIMINARY

1. (A) The regulations contained or incorporated in Table A of the Companies (Tables A to F) regulations 1985 and the Companies (Tables A to F) (Amendment) regulations 1985 ("Table A"), other than regulations 73 to 80 inclusive and 94 and 95, shall subject to the modifications hereinafter expressed, apply to the company and together with the regulations hereinafter contained, shall constitute the Articles of Association of the company.
- (B) In regulation 1 of Table A "execution" includes both signature under hand and execution under seal.
- (C) Words and expressions which are defined in Table A have the same meanings when used in these articles and reference to "regulations" means the regulations contained in Table A.

PRIVATE COMPANY

2. The company is a private company and accordingly the provisions of section 170 of the Financial Services Act 1986 shall apply to the company.

SHARE CAPITAL

3. The authorised share capital of the company at the date of adoption of these Articles is £155,000,000 divided into 155,000,000 Shares of £1 each.

ALLOTMENT OF SHARES

4. No shares shall be issued to any infant, bankrupt or person suffering from mental disorder (as that expression is used in regulation 81 (c)).

APPOINTMENT AND REMOVAL OF DIRECTORS

5. The directors shall not be required to retire by rotation.
6. Subject as otherwise provided by these articles, the company may by ordinary resolution appoint a person who is willing to act, to be a director, either to fill a vacancy or as an additional director.
7. The directors may also 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 fixed by or in accordance with these articles as the maximum number of directors. A director so appointed shall not be subject to retirement or re-election at any Annual General Meeting.
8. In addition and without prejudice to the provisions of sections 303 and 304 of the Act, the company may by extraordinary resolution remove any director before the expiration of his period of office and may, if thought fit, by ordinary resolution appoint another person in his stead.

POWERS AND PROCEEDINGS OF DIRECTORS

9. The directors may exercise all the powers of the company conferred by the Memorandum to pay and/or provide pensions, annuities, gratuities, superannuation and other allowances, benefits, advantages, facilities and services both for persons who are or have been directors of, or who are or have been employed by the company or by any subsidiary or associated company of the company and their dependants and relatives and the directors are entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers and regulation 87 does not apply to the company.
10. 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 any director or member of a committee participating in a meeting in this manner shall be deemed to be present in person at such meeting.

BORROWING POWERS

11. The directors may exercise all the powers of the company to borrow or raise money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof without limit and to issue debentures and other securities whether outright or as security (principal or collateral) for any debt liability or obligation of the company or of any third party.

NOTICES

12. In regulation 112 the words "or by telex or facsimile transmission" shall be inserted before the words "or by sending it by" and the words "first class" shall be inserted before the words "post in a prepaid envelope". The provisions of regulation 112 as so varied shall (mutatis mutandis) apply also to notices to directors.
13. Where a notice is sent by first class post, service of the notice, shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted.

INDEMNITY

14. In addition to regulation 118, the company may purchase and maintain for any director or officer insurance against any such liability pursuant to section 310 (3) of the Act.