CR9·12

Company Number: 2925716

THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

SPECIAL RESOLUTION OF
GRP MASSEY GROUP LIMITED

At an **EXTRAORDINARY GENERAL MEETING** of the above named Company, duly convened and held at Springfield Works, Bagley Lane, Leeds on the 10th day of November 1997 the following **SPECIAL RESOLUTIONS** were duly passed:

1. That the Company's Articles of Association be altered by the addition of the following new Article to be numbered 6:

   "PURCHASE AND REDEMPTION OF SHARES"

   6. Subject to the provisions of the Companies Act 1985 the Company may:

      a. issue shares which are to be redeemed or are to be liable to be redeemed at the option of the Company or the holder on such terms and in such manner as shall be provided by these Articles and

      b. purchase its own shares (including any redeemable shares) and make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares"

   and that existing Articles 6 to 18 be renumbered 7 to 19 accordingly.

2. That the terms of the Contract proposed to be made between The Trustees of the Rastrick/Croft (1982) Settlement and the Company for the purchase of 450,300 shares of £0.10 each in the capital of the Company for the total sum of £113,000 which terms are set out in the copy of the proposed Contract produced to this meeting and for the purchsae of identification signed by the Chairman hereof, be and are hereby authorised.

D.S. Rastrick
Chairman

GRP MASSEY GROUP LIMITED

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution dated 10th November 1997)

Company No. 2925716

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

GRP MASSEY GROUP LIMITED

(Adopted by Special Resolution dated 10th November 1997)

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1. PRELIMINARY AND INTERPRETATION

1.1 The regulations contained in Table A ("Table A") in the Schedule to the Companies (Tables A to F) Regulations 1985 shall apply to the Company save insofar as they are excluded or varied hereby

1.2 In these regulations and in the regulations of Table A that apply to the Company:
"The Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force
"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
"executed" includes any mode of execution
"office" means the registered office for the time being of the Company
"the holder" in relation to shares means the member whose name is entered in the register of members as the holder of the shares
"the seal" means the common seal of the Company
"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
"the United Kingdom" means Great Britain and Northern Ireland
"a person of unsound mind" means a person who is, or may be, suffering from mental disorder and either:-

(a) he is admitted to hospital in pursuance of an application for admission for treatment under 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

(b) 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

Unless the context otherwise requires, words or expressions contained in these regulations and in the regulations of Table A that apply to the Company bear the same meanings as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Company, words importing the singular only shall include the plural and vice versa, words importing the masculine gender shall include the feminine gender and words importing natural persons shall include also corporations The headings in these regulations are for convenience only and shall be ignored in construing the language or meaning of the Articles. Regulation 1 of Table A shall not apply

2. PRIVATE COMPANY

The Company is a Private Company within the meaning of Section 1 of the Act and accordingly no shares in or debentures of the Company shall be offered to the public (whether for cash or otherwise) and the company shall not 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

3. SHARE CAPITAL

3.1 The share capital of the company is £600,000 divided into 5,000,000 shares of 10p each and 100,000 Cumulative Preference Shares of £1 each ("the Preference Shares"). The rights attaching to the Preference Shares are

3.1.1 as regards income a fixed cumulative preferential dividend on the capital for the time being paid up thereon at the rate of 8% per annum

3.1.2 as regards capital the right in a winding up to a return of the capital paid up thereon and any arrears of the cumulative preferential dividend calculated (whether earned or declared or not) down to the date of payment but no further or other right to share in surplus assets

3.1.3 as regards voting the right to attend and vote at general meetings of the company only if a resolution for winding up shall be proposed and then only on such resolution

3.2 Subject to the provisions of the Act and without prejudice to Sub-Article 3.3 any shares may be issued which are to be redeemed or are liable to be redeemed at the option of the company or the holder of such shares on such terms and in such manner as may be provided by the Articles or as the company may by resolution determine. Regulation 3 of Table A shall not apply

3.3 The unissued shares in the capital of the company for the time being shall be under the control of the Directors, who are hereby generally and unconditionally authorised to allot, grant options over, or otherwise dispose of or deal with any unissued shares and relevant securities (as defined in Section 80(2) of the Act) to such persons, on such terms and in such manner as they think fit, but subject to any agreement binding on the company Provided the same relates to relevant securities (as defined as aforesaid) shall, unless revoked or varied in accordance with Section 80 of the Act:-

(a) be limited to a maximum nominal amount of shares equal to the amount of the authorised share capital of the Company at the date of adoption of these Articles; and

(b) expire on the fifth anniversary of the date of adoption of these Articles but without prejudice to any offer or agreement made before that anniversary which would or might require the exercise by the Directors after such anniversary of their powers in pursuance of the said authority

In exercising their authority under this Sub-Article the Directors shall not be required to have regard to sections 89(1) and 90(1) inclusive of the Act which Sections shall be excluded from applying to the Company

4. LIEN

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 person for all moneys presently payable by him or his estate to the company, whether he shall be the sole registered holder thereof or shall be one of several joint holders; 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. Regulation 8 of Table A shall not apply

5. TRANSFER OF SHARES

5.1 Any share may be transferred by a member or other person entitled to transfer the same (hereinafter called "the Proposing Transferor") to Donald Stuart Rastrick or any other person (being the actual Purchaser of the Share and not a nominee of such Purchaser) approved by him but save as aforesaid and save as provided by the next paragraph of this regulation no Share shall be transferred to any person unless and until the rights of pre-emption hereinafter conferred shall have been exhausted

5.2 Any Share may be transferred by a member to any child or other issue son-in-law daughter-in-law father mother brother sister nephew niece wife or husband of such member; and any Share of a deceased member may be transferred by his or her legal personal representatives to any child or other issue son-in-law daughter-in-law father mother brother sister nephew niece widow or widower of such deceased member; or to the Trustees under his Will or intestacy and shares standing in the names of the Trustees under the Will or intestacy of any deceased member or any Settlement Trust Deed made by him may be transferred upon any change of Trustees to the Trustees for the time being of such Will intestacy Settlement or Trust Deed unless the change is made in connection with the acquisition of any beneficial interest under the trusts of the Will intestacy Settlement or Trust Deed by any person who is not one of the original beneficiaries under those trusts and in any such circumstances (but subject as aforesaid) Regulation 24 of Table A shall not apply save as to ensure that the number of members shall not exceed the prescribed limit or to prevent the transfer of shares on which the Company has a lien.

5.3 Except where the transfer is made pursuant to paragraph 5.1 or 5.2 hereof the Proposing Transferor shall give notice in writing (hereinafter called "the Transfer Notice") to the Company that he desires to transfer the same and such notice shall specify the sum he fixes as the fair value and shall constitute the Company as agent for the sale of the share to any member of the Company (or any person selected by the Directors as one who it is desirable in the interests of the Company to admit to membership) at the price so fixed or at the option of the Purchaser at the fair value to be fixed by the Auditor for the time being of the Company in accordance with 5.5 of this Article. The Transfer Notice may include two or more shares and in such case shall operate as if it were a separate notice in respect of each. The Transfer Notice shall not be revocable except with the sanction of the Directors.

5.4 If the Company shall within the period of fifty six days after being served with the Transfer Notice find a member (or person selected as aforesaid) willing to purchase the Share (hereinafter called "the Purchaser") and shall give notice thereof to the Proposing Transferor he shall be bound upon payment of the fair value to transfer the Share to the Purchaser who shall be bound to complete the purchase within twenty eight days from the service of the last mentioned notice

5.5 In case any difference arises between the Proposing Transferor and the Purchaser as to the fair value of a Share the Auditor shall on the application of either party certify in writing the sum which in his opinion is the fair value and such sum shall be deemed to be the fair value and in so certifying the Auditor shall be considered to be acting as an expert and not as an arbitrator; and accordingly the Arbitration Act 1950 shall not apply

5.6 If in any case the proposing Transferor after having become bound as aforesaid makes default in transferring the Share the Company may receive the purchase money on his behalf and may authorise some person to execute a transfer of the Share in favour of the Purchaser who shall thereupon be registered as the holder of the Share. The receipt of the Company for the purchase money shall be a good discharge to the Purchaser and after his name has been entered in the Register of Members in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person

5.7 If the Company shall not within the period of fifty six days after being served with the Transfer Notice find a member (or person selected as aforesaid) willing to purchase the Share and give notice in manner aforesaid the Proposing Transferor shall at any time within three calendar months afterwards be at liberty subject to sub-Article 5.9 hereof to sell and transfer the Share or in case more than one Share is included in the Transfer Notice the Shares not placed to any person and at any price

5.8 The Shares included in any Transfer Notice given to the Company as aforesaid shall be offered by the Company to the said Donald Stuart Rastrick and if he shall not within twenty eight days accept such offer than to the members (other than the Proposing Transferor but including the said Donald Stuart Rastrick) as nearly as may be in proportion to the existing Shares held by them respectively and the offer shall in each case limit the time within which the same if not accepted will be deemed to be declined If any Shares shall not be capable without fractions of being offered to the Members in proportion to their existing holdings the same shall be offered to the members or some of them in such proportions or in such manner as may be determined by the Directors of the Company

5.9 Whenever any member of the Company who is employed by the Company in any capacity is dismissed from such employment or ceases to be employed by the Company the Directors may at any time within fifty six days after his dismissal or his ceasing to be employed resolve that such Member do retire and at the expiration of twenty eight days from the passing of such resolution he shall (unless he has already served a Transfer Notice) be deemed to have served the Company with a Transfer Notice pursuant to paragraph 5.3 hereof and to have specified therein the amount paid up on his Shares as the fair value. Notice of the passing of any such resolution shall forthwith be given to the member affected thereby.

6. PURCHASE AND REDEMPTION OF SHARES

Subject to the provisions of the Companies Act 1985 the Company may:

6.1 issue shares which are to be redeemed or are to be liable to be redeemed at the option of the Company or the holder on such terms and in such manner as shall be provided by these Articles and

6.2 purchase its own shares (including any redeemable shares) and make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares

7. VARIATION OF RIGHTS

If at any time the share capital is divided into different classes of shares, the rights attached to any class may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an Extraordinary Resolution passed as a separate General Meeting of the holders of the shares of the class. To very such separate General Meeting the provisions of these regulations relating to General Meetings shall apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll

8. NOTICE OF GENERAL MEETINGS

An Annual General Meeting and an Extraordinary General Meeting called for the passing of a Special Resolution shall be called by at least twenty-one clear days notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days notice but a General Meeting may be called by shorter notice if it is so agreed

(a) in the case of an Annual General Meeting, by all the members entitled to attend and vote thereof; and

(b) in the case of any other Meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent in nominal value of the shares giving that right

The notice shall specify the time and place of the Meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the Meeting as such subject to the provisions of the Articles and to any restrictions imposed on any shares, the notice shall be given to all members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the Directors and Auditors. Regulation 38 of Table A shall not apply

9. NUMBER OF DIRECTORS

The minimum number of Directors shall be one and there shall be no maximum number. Regulation 64 of Table A shall not apply

10. ALTERNATE DIRECTORS

10.1 Any Director (other than an alternate Director) may appoint any other Director, or any other person approved by the Directors and willing to act, to be an alternate Director and may remove from office an alternate Director so appointed by him. Save as otherwise provided in these Articles, unless he is already an officer of the Company in his own right, an alternate Director shall not, as such, have any rights other than those mentioned in Sub-Article 10.2 below

10.2 An alternate Director shall be entitled to receive notice of all meetings of Directors and of all meetings of committees of directors of which his appointor is a member, and to attend, speak and vote at any such meeting at which the Director appointing him is not personally present but it shall not be necessary to give notice of such a meeting to an alternate Director who is absent from the United Kingdom. A Director present at such meeting and appointed alternate Director for any other Directors entitled to attend and vote at such meeting shall have an additional vote for each of his appointors absent from the meeting An alternate Director shall not be entitled to receive any remuneration from the Company for his services as an alternate Director

10.3 An alternate Director shall cease to be an alternate Director if his appointer ceases to be a Director; but, if a Director retires but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate Director made by him which was in force immediately prior to this retirement shall continue after his reappointment

10.4 Any appointment or removal of an alternate Director shall be by notice to the company signed by the Director making or revoking the appointment or in any other manner approved by the Directors

10.5 Without prejudice to Sub-Article 10.2 and save as otherwise provided in the Articles, an alternate Director shall be deemed for all purposes 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

10.6 Regulations 65 to 69 (inclusive) shall not apply and Regulation 88 shall be modified accordingly

11 POWERS OF DIRECTORS

The Directors may sanction the exercise by the company of all the powers of the company to make provision for the benefit of persons (including Directors) employed or formerly employed by the Company or any subsidiary of the company in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or any such subsidiary as are conferred by Section 719 of the Act and the IA 1986, s.187 and, subject to such sanction, the Directors may exercise all such powers of the Company

12. APPOINTMENT AND RETIREMENT OF DIRECTORS

12.1 The Directors of the company shall not retire by rotation and Regulations 73 to 77 (inclusive) of Table A shall not apply and Regulation 78 shall be modified accordingly

12.2 The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company either to fill a casual vacancy or as an addition to the Board. Subject to Sub-Article 13.1 a Director may be appointed under this Article to hold office for life or any other period or upon such terms in respect of his retirement as the Directors shall at the time of his appointment determine. Regulation 79 of Table A shall not apply

13. DISQUALIFICATION AND REMOVAL OF DIRECTORS

13.1 (i) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or

(ii) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(iii) he is a person of unsound mind; or

(iv) he resigns his office by notice to the Company; or

(v) he is removed from office under Section 303 of the Act, or by Extraordinary Resolution of the Company; or

(vi) he is served with written notice under the hand of a Director or the Secretary of any Company which is for the time being the Company's holding company that the Board of Directors of such company has resolved that his appointment be terminated and

Regulation 81 of Table A shall not apply

13.2 No person shall be disqualified from being or becoming a Director of the Company by reason of his attaining or having attained the age of 70 years or any other age

14. DIRECTORS' INTERESTS

Provided that a Director declares his interest in a contract or arrangement or proposed contract or arrangement with the Company in manner provided by Section 317 of the Act he shall be counted in the quorum of any meeting of Directors at which the same is considered and shall be entitled to vote as a Director in respect thereof. Regulation 94 of Table A shall not apply

15. DIRECTORS' GRATUITIES AND PENSIONS

The Directors shall have power to pay or provided and agree to pay or provide pensions or other retirement, superannuation, death or disability benefits to, or to any person in respect of any Director or former Director of the company or any subsidiary or holding company of the Company or another subsidiary of any such holding company and for the purpose of providing any such pensions or other benefits to contribute to any scheme or fund or to pay premiums (whether before or after such Director ceases to hold office or employment). A Director may vote at a meeting of directors in respect of any matter referred to in this Article, notwithstanding that he is personally interested in such matter and shall be counted in the quorum present at the meeting. Regulation 87 of Table A shall not apply

16. PROCEEDINGS OF DIRECTORS

16.1 The quorum for the transaction of the business of the Directors shall, except when one Director only is in office, be two. A person who holds office as an alternate Director shall, if his appointor is not present, be counted in the quorum. When one Director only is in office he shall have and may exercise all the powers and authorities in and over the affairs of the Company as are conferred on the Director by the Articles. Regulation 89 of Table A shall not apply

16.2 A resolution in writing signed by all the Directors (including a sole Director) entitled to receive notice of a meeting of directors or of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors; but a resolution signed by an alternate Director need not also be signed by his appointor and, if it is signed by a Director who has appointed an alternate Director in this capacity. Regulation 93 of Table A shall not apply

17 DIVIDENDS

17.1 The Directors may retain the dividends payable upon shares in respect of which any person is under the provisions as to the transmission of shares hereinbefore contained entitled to become a member, or which any person under those provisions is entitled to transfer, until such person shall become a member in respect of such shares or shall duly transfer the same, in this case subject to Article 5. Regulation 31 of Table A shall be modified accordingly

17.2 The payment by the Directors of any unclaimed dividend or other monies payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof. Any dividend unclaimed after a period of twelve years from the date when it became due for payment shall be forfeited and cease to remain owing by the Company. Regulation 108 of Table A shall not apply

18. NOTICES

18.1 Any notice given to or by any person pursuant to the Articles shall be in writing except that notice calling a meeting of the Directors need not be in writing. Any notice given by or on behalf of any person to the Company may be given by leaving the same at or by sending the same by post to the office or such other place as the Directors may appoint. Regulation 111 of Table A shall not apply

18.2 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 24 hours after the envelope containing it was posted. Regulation 115 of Table A shall not apply

19. INDEMNITY

In addition to the indemnity contained in Regulation 188 of Table A and subject to the provisions of Section 310 of the Act, every Director, Managing Director, Agent, Auditor, Secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution of and discharge of the duties of his office