

The Companies Consolidation Act, 1908
and
The Companies Acts 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION



CASELLA SCIENCE AND ENVIRONMENT LIMITED

(as altered by Special Resolution passed on 10 November 2005)

1. The name of the Company is "Casella Science and Environment Limited".¹
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are as follows:
 - (A) To acquire and take over as a going concern the business now carried on by Charles Frederick Casella in London under the style of C.F. Casella & Co., and all the assets and liabilities of the said Charles Frederick Casella in connection therewith and for this purpose to adopt and carry into effect with or without modification the agreement referred to in Clause (3) of the Articles of Association of the Company.
 - (B) To carry on the business of mechanical and electrical engineers and manufacturers and opticians, merchants, commission agents, printers, lithographers, vendors, either wholesale or retail, of scientific instruments and apparatus of every description, and books, charts, medical and photographic appliances and all other articles of a similar or different character.
 - (C) To apply for, purchase or otherwise acquire any patents, licences, concessions or other rights in relation to any invention or secret process capable of being used in engineering or surveying or photography or in the manufacture of any scientific instruments or apparatus, or otherwise in relation to the manufacture, user or sale of any such instruments or apparatus.

¹ formerly 'C.F. Cassella & Co., Limited'. Name changed by special resolution dated 15 November 1984 to 'Neatneon Limited'; changed to 'Casella London Limited' by special resolution dated 8 November 1993 and to 'Casella Science and Environment Limited' by special resolution dated 19 November 1999.

- (D) To use, develop, grant licences in respect of, sell, exchange, or deal in or otherwise turn to account any such patents, licences or concessions or other rights, and to carry on any business, manufacturing or otherwise, which the Company may deem calculated to promote or advance the user or development thereof.
- (E) To carry on scientific experiments of every description and to acquire, use, develop and turn to account any patents, licences, concessions, inventions and secret processes which may seem calculated to promote the interests of science or to be profitable or advantageous to the Company.
- (F) To supply, let out or otherwise deal in power, whether electrical or otherwise, to any person or persons and for any purpose.
- (G) To carry on any other business, whether manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection with the above or calculated, directly or indirectly, to enhance the value of or render profitable any of the Company's property or rights.
- (H) To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purposes of this Company.
- (I) To engage in any business or transaction within the objects of the Company, in partnership or otherwise in conjunction, combination or co-operation with any other person or company, and to acquire and deal with shares in any company or proposed company having objects wholly or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (J) To purchase or otherwise acquire any real personal property or any interest therein and any rights or privileges which the Company may think necessary or convenient for the purposes of its business, and in particular any land, buildings, easements, machinery, plant and stock-in-trade.
- (K) To invest and deal with the moneys of the Company not immediately required, upon such securities and in such manner as may, from time to time, be determined.
- (L) To lend money to such persons and on such terms as may seem expedient.
- (LL) Whether with or without the Company receiving any consideration, to guarantee or secure (with or without a mortgage or charge on all or any part of the

undertaking and assets, present and future and the uncalled capital, for the time being of the Company) the performance of the obligations, and the payment of the principal of, and dividends, interest and premiums on, any stocks, shares, debentures, debenture stock or other securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary of the Company (as defined by Section 736 of the Companies Act 1985) or the holding company (as defined by the said Section) or another subsidiary (as so defined) of the Company's holding company or otherwise associated with the Company in business and (without prejudice to the generality of the foregoing) to procure bankers or others to guarantee all or any of the obligations of the Company.

- (M) To borrow, raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property both present and future, including its uncalled capital.
- (N) To make, accept, endorse and execute promissory notes, bills of exchange and other negotiable instruments.
- (O) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Company.
- (P) To establish any bonus or other fund or system of profit-sharing for the benefit of the persons employed by the Company, and to establish or support any fund or institution for the benefit of such persons or their families, to grant pensions and allowances and to subscribe moneys for any purpose likely, directly or indirectly, to benefit the Company or for the advancement of science or the furtherance of scientific invention, or research, or for any charitable or benevolent object.
- (Q) To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company thinks fit, and in particular for shares, debentures or securities of any company having objects altogether or in part similar to those of this Company.
- (R) To do all such other things as are incidental or conducive to the attainment of the above objects.

4. The liability of the members is limited.

5. The capital of the Company is £10,000, divided into 10,000 shares of £1 each, with power to divide the shares in the capital for the time being into several classes and to attach thereto respectively any preferential or other special rights, privileges or conditions.²

² By extraordinary resolutions passed in the years 1912 and 1963, by special resolution dated 9 October 1997 the capital of the Company was increased to £301,000 divided into 301,000 ordinary shares of £1 each.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, addresses and descriptions of subscribers	No. of shares taken by each Subscriber
CHARLES FREDERICK CASELLA 11 Rochester Row, Westminster, S.W., Scientific Instrument Maker	One
ROWLAND MIALL 11 Rochester Row, Westminster, S.W., Scientific Instrument Maker	One
STEPHEN MIALL 116 Fore Street, E.C., Solicitor	One

Dated this 5th day of January 1910

Witness to all the above Signatures:

F.R. Mills
115 Leadenhall Street, London, E.C.,
Solicitor