



The *Belling & Lee,*

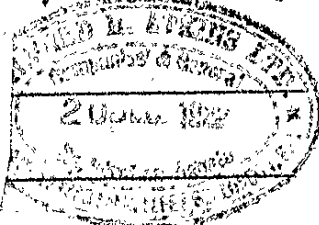
Company, Limited.

STATEMENT of the Nominal Capital, made pursuant to s. 112 of 54 and 55 Vict. Stamp Act, 1891, as amended by s. 7. of 62 and 63 Vict., ch. 9 Finance Act, 1899 s. 39 of the Finance Act, 1920. Note—The Stamp Duty on the Nominal Capital is paid for every £100 or fraction of £100.

182174
20 DEC 1922

This Statement is to be filed with the "Memorandum of Association," or other Document, the Company is registered.

and for Registration by



PUBLISHED AND SOLD BY

ALFRED H. ATKINS, Limited,

Joint-Stock Companies' Registration Agents, Stationers & Printers,

27 & 28 Fetter Lane, Fleet Street, London, E.C.4.

Telephone: HOLBORN 495.

Telegrams: "PATENT KING, FLEET, LONDON."



THE NOMINAL CAPITAL OF

~~The~~ Belling & Lee,

Company, Limited,

is One thousand Pounds,

divided into 10 Founder's Shares of One pound each

990 Ordinary

Shares of One Pounds each.

Signature Elfred H. Atkins Limited.

Description Registering Agents

Date 20 DEC 1999

This Statement must be signed by an Officer of the Company.

"THE COMPANIES ACTS, 1908 TO 1917."

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

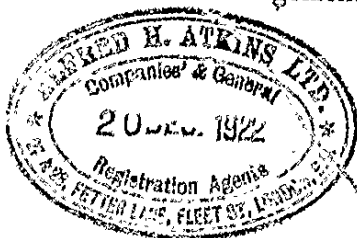
BELLING & LEE, LIMITED.

1. The Name of the Company is "BELLING & LEE, LIMITED."
2. The Registered Office of the Company will be situate in England

3. The objects for which the Company is established are:

- (A) To carry on any business transaction, or which can conveniently be carried out by factors, manufacturers, general selling agents, whether as sole or representatives for certain specified countries, areas or districts, or otherwise; also to take over, work, turn to account or in any way deal in or trade with the whole or any part of the business and interest of any person or persons; for or in relation to any patent, invention, licence, concession or other arrangement, particularly in respect of telephony, and the like, and on such terms and conditions as may be agreed with full power at any time to agree to any modification or other arrangements whatsoever in connection with any contract or other documents or

REGISTERED
182176
20 DEC 1922



- (n) To test, exploit, exercise, develop, manufacture, improve, repair, exhibit, use, work, export, import, buy, sell, exchange, let out on hire, grant licences in respect of, turn to account and generally carry on business in connection with transmitters, receivers, batteries, aerials, accumulators, induction coils, coherers, amplifiers, insulators, terminals, resistances, detectors, thermionic and other valves, valve panels, filaments, condensers, tuners and couplings, also any other apparatus, appliances, components, materials, chemicals, ingredients, fluids, goods, general equipment and sundries necessary, convenient or desirable for or in relation to "Wireless" and any allied science.
- (o) To undertake, perform and carry out (as far as the Company lawfully may) all or any experiments, works, functions, operations and services whatsoever in connection with the modern scientific method of signalling, news transmission and general communication popularly designated "Wireless", in regard to telegraphy, telephony or/and any other branch or branches thereof, whether on lines or systems at present known or practised, or as may from time to time hereafter be discovered, invented or brought into use, and whether on the Company's own account or on behalf of its customers or any other persons whomsoever.
- (p) To carry on business as engineers, advisers, experts, consultants, contractors, and the like, in connection with wireless telephony and telegraphy, and to undertake and carry out partial or entire installations, and any work or operations in regard to the planning, erection, equipment and maintenance of public and private wireless telephones and stations; also to render such services and afford such "broadcasting" and other facilities as the Company from time to time may lawfully do.
- (q) To likewise trade and carry on business in connection with general telegraphic, telephonic, pneumatic, phonographic, photographic, cinematographic, meteorological, optical, surgical, dental, nautical, chemical, electrical, and all or any other scientific instruments, apparatus, machines and appliances; also any components, fittings, accessories, wares and materials whatsoever appertaining to, necessary or desirable for the same.
- (r) To carry on the businesses or trades of aviation, electrical, marine and general engineers: iron, brass, aluminium and general metal workers and stainers, braziers, smiths, machinists, welders, annealers, enamellers, japanners, galvanizers and electro-

and general platers and painters; works and general contractors; manufacturing and general cabinet makers, carpenters, joiners and wood turners; india rubber manufacturers, merchants, dealers and workers; oil merchants and dealers; hardware factors, engineers' and ironmongers' store keepers, and the like.

- (g) To also carry on business in like manner in relation to hydroplanes, aeroplanes, and all or any apparatus, devices, appliances, materials, components, implements, tools and accessories connected with hydraulics, aerostatics and any allied sciences.
- (h) To generally act as merchants and shippers, traders, commission agents, or in any other capacity in the United Kingdom or abroad, and to import, export, buy, sell, barter, exchange, pledge, make advances upon or otherwise deal in all kinds of English and foreign goods, wares, articles and merchandise according to the custom of merchants and otherwise, and to purchase, charter, hire or otherwise make any arrangements for steam and other ships and vessels.
- (i) 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 more profitable, any of the Company's property or rights.
- (j) To purchase or otherwise acquire, take over and undertake all or any part of the business, goodwill, property, assets, options, rights, privileges, liabilities and transactions of any person, firm, or company carrying on any such businesses or trades as specified or comprised in this Memorandum of Association, or any operations which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- (k) To purchase, take on lease, under lease, hire or otherwise acquire, build, construct, equip, maintain, control, improve, remove and replace, turn to account, or dispose of, any laboratories, works, factories, foundries, shops, stores, warehouses, dwelling and other houses, garages, fittings, fixtures, machinery and/or other appliances.
- (l) To acquire land, on any tenure or conditions, and any other property whatsoever, whether real or personal, or any estate or interest therein, which the Company may consider necessary or convenient for the purposes of its business or desirable in the interests of the Company.

- (M) To acquire by original application or by purchase or otherwise any patent rights, trade marks, concessions, licences, brevets d'invention or monopolies, or any interest therein or privileges thereunder, or any secret or other information as to any invention or processes, and to keep up and use and develop, grant licences in respect of, and otherwise turn same to account, and to undertake, subscribe to or otherwise aid, and to expend money upon undertakings for the purpose of making experiments or investigations in connection with any inventions, processes or improvements which may appear to be of value in connection with any of the objects of the Company.
- (N) To enter into partnership or into any arrangement for sharing profits, union of interests, joint adventure, reciprocal concessions or co-operation with any person or company carrying on or engaged in, or about to carry out or engage in any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to lend money to, guarantee the contracts of, or otherwise assist any such person or company, and to take or otherwise acquire and hold shares, stock, debentures, debenture stock in or securities of such company, or any other company having objects altogether 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, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with such shares or securities.
- (O) To sell or dispose of the undertaking of the Company or any part thereof, or any agency connected therewith, for such consideration as the Company may think fit, and in particular for shares, stock, debentures, debenture stock or securities of any other company having objects altogether or in part similar to those of this Company, and to promote any other company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (P) To remunerate any person or company for services rendered, or to be rendered, in placing or assisting to place any shares or stock in the Company's capital, or any debentures, debenture stock, or any other securities of the Company, or in or about the formation of the Company or the conduct of its business, and to pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company, and any company formed or promoted by the Company.

- (q) To raise and borrow money for the purpose of the Company's business and to secure the payment of money in such manner and on such terms as may seem expedient, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, issued at a discount, at par. or at a premium (to be secured by a trust deed or otherwise as may be deemed expedient at the time) charged upon all or any of the Company's property and assets (both present and future), including its uncalled capital, and to purchase, redeem or pay off any such securities.
- (r) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company.
- (s) To lend or advance money to such persons and on such terms as may seem expedient, with or without security, and in particular to customers of and persons having dealings with the Company, and to give any guarantee or indemnity that may seem expedient, and to discount bills, and to receive money on deposit or interest or otherwise, or valuables, and to transact any of the businesses of a banker which may seem to the Company expedient.
- (t) To effect assurance against liability, to pay compensation for injuries happening to or sustained by any of the employees of the Company, and to pay the premiums and other moneys required to keep up such assurances out of the moneys of the Company.
- (u) To apply the money of the Company in any way in or towards the establishment, extension or support of associations, institutions, funds, trusts or conveniences calculated to protect or benefit the interests of this Company, either alone or jointly with others, or in insurance against loss to the Company by strikes, workmen's combination, accident, default or dishonesty of employees, or any other cause, or for the benefit of any servants or employees or ex-employees of the Company or its predecessors in business, or the dependents or connections of such persons, and to grant pensions and allowances, and make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or useful object.
- (v) To make, accept, endorse and execute promissory notes, bills of exchange and other negotiable instruments.

- (w) To invest and deal with the moneys of the Company not immediately required in or upon such securities and in such manner as may from time to time be determined.
- (x) To appoint, and, at their discretion, remove, suspend, and re-appoint, such managers, experts, and specialists, agents, general assistants, travellers, collectors, work-people and servants for permanent, temporary or special services as may from time to time be deemed expedient, and to determine their duties and powers and fix their salaries or emoluments, and to require security in such instances and to such amount as they think fit.
- (y) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (z) To amalgamate with any other Company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (AA) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (BB) To establish Branches, Agencies and Depots for the purposes of the Company in the United Kingdom or abroad, and to regulate and discontinue the same.
- (CC) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise, and to do all such other things as are incidental or conducive to the above objects or any of them.

4. The liability of the Members is limited.

5. The Capital of the Company is £1,000, divided into 10 Founder's Shares of One Pound each and 990 Ordinary Shares of One Pound each. The Company takes power to increase or reduce its Capital from time to time and to issue any of its Shares for the time being either at par or at a premium.

6. Subject to the provisions for the time being contained in the Articles of Association or Regulations of the Company relative to the establishment or augmentation of a Reserve Fund, the said 10 Founder's Shares shall confer upon the Holder thereof the right, as a first claim, to one-fourth of the Company's annual net profits allocated for the purpose of distribution, but shall not confer the right to any further participation in profits. The three-fourths of such annual net profits then remaining shall be distributed as dividends in the customary manner amongst the Holders of the Ordinary Shares.

7. The said 10 Founder's Shares shall be deemed to be inseparable and accordingly shall not be capable of being transferred except *en bloc*. In the event of a winding up, the said 10 Founder's Shares shall carry the right, as a first claim, to one-fourth of the surplus assets of the Company.

8. Any of the Shares in the Capital, original or increased, for the time being unallotted, may be issued with any preferential, special, or qualified rights or conditions, as regards dividends, capital, voting, or otherwise, attached thereto, but so that the rights hereby attached to the Founder's Shares shall not in any way be altered or interfered with unless and until the consent, in writing, of the holder of such Founder's Shares has been obtained.

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.	Number of Shares taken by each Subscriber.
C. R. Beeling Electrical Engineer 10 Glibe Avenue Enfield M24	10 Founders and 400 Ordinary
E. M. Lee Radio Engineer 27, Ridgeway Enfield M24	200 Ordinary

Dated the 20th day of December, 1922.

Witness to the above Signatures:—

Charles M. Caplen
27 Fetter Lane,
London, E.C.4.
Printing Works Manager.

186538



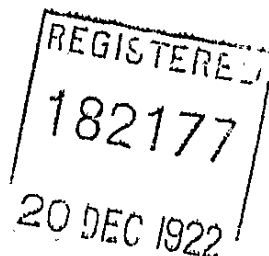
THE COMPANIES ACTS, 1908 TO 1917.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

BELLING & LEE, LIMITED.



PRELIMINARY.

1. The regulations contained in the Table "A" in the First Schedule of "The Companies (Consolidation) Act, 1908," hereinafter referred to as Table "A," shall apply to the Company, save as the same are modified, superseded or supplemented by the Clauses hereinafter appearing, or as may be modified, superseded or supplemented from time to time by "Special Resolution." Clauses 35 to 40, inclusive, relating to Share Warrants, in the said Table "A," shall not apply to the Company.

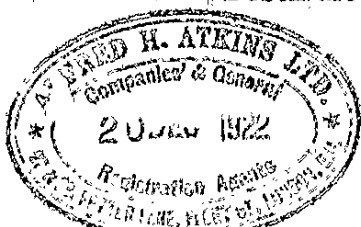
2. The business of the Company may be commenced as soon after the incorporation of the Company as the Directors shall think fit, and notwithstanding that part only of the Shares may have been allotted.

"PRIVATE COMPANY" RESTRICTIONS.

3. The Company shall be carried on as a *Private* Company, within the meaning of Section 121, Companies (Consolidation) Act, 1908, as amended by Section 1 (2) of The Companies Act, 1913, and accordingly:—

(A) The number of Members of the Company (exclusive of persons in the employment of the Company and of persons who, having been formerly in the employment of the Company, were while in such employment and have continued after the determination of such employment to be Members of the Company) is hereby limited to fifty; provided that, for the purposes of this provision, where two or more persons hold one or more Shares jointly, they shall, for the purposes of this paragraph, be treated as a single Member.

(B) The Company shall not issue any invitation to the public to subscribe for any of its Shares or Debentures, or Debenture Stock.



SHARES.

4. Subject to any Agreement or Agreements relative to the issue of Shares on special conditions, the Shares shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons, on such terms and conditions, and at such times as they may think fit, and either at a premium or otherwise, but not at a discount. As regards all allotments the Directors shall comply with Section 88 of the Companies (Consolidation) Act, 1908. The Share Certificate mentioned in Clause 6 of Table "A" shall be issued within two months after the allotment of the Shares.

5. It shall be lawful for the Company to pay a commission to any person in consideration of his subscribing, or agreeing to subscribe, whether absolutely or conditionally, for any Shares of the Company, or procuring or agreeing to procure subscriptions; whether absolute or conditional, for any Shares of the Company to any amount not exceeding Ten per cent. of the nominal amount of the Share.

6. Save as herein otherwise provided, the Company shall be entitled to treat the registered holder of any Share as the absolute owner thereof, and accordingly shall not (except as ordered by a Court of competent jurisdiction or as by Statute required) be bound to recognise any equitable or other claim to or interest in such Share on the part of any other person.

7. The Company shall have a first and paramount lien upon all the Shares registered in the name of each Member (whether solely or jointly with others) and upon the proceeds of sale thereof for his debts, liabilities and engagements, solely or jointly with any other person, to or with the Company, whether the period for the payment, fulfilment or discharge thereof shall have actually arrived or not, and no equitable interest in any Share shall be created except upon the footing and condition that Clause 6 hereof is to have full effect, and such lien shall extend to all dividends from time to time declared in respect of such Shares, but unless otherwise agreed the registration of a transfer of Shares shall operate as a waiver of the Company's lien (if any) upon such Shares.

8. The proceeds of the sale of Shares, as described in Clause 10 of Table "A" (instead of being applied as in Clause 11 of Table "A" provided), shall be applied in payment of such debts, liabilities and engagements as and when the period for the payment, fulfilment or discharge thereof respectively arrives, and any surplus shall be paid to such Member, his executors, administrators or assigns.

TRANSFER OF SHARES.

9. Except where a transfer to a Member would result in the number of Members being reduced below the minimum allowed by law (and except that a Share may be transferred by a member to any relation by birth or marriage of such Member approved by the Directors) no Share shall be transferred to a person who is not a Member so long as any Member is willing to purchase the same at the fair value, and any person proposing to transfer a Share or Shares shall give notice in writing (hereinafter called the "transfer notice") to

the Directors that he desires to transfer the same. Such notice shall specify the sum he fixes as the fair value, and shall constitute the Company his agent for the sale of the Share or Shares. In case any difference shall arise between the proposing transferor and the purchasing Member as to the fair value of a Share, the fair value shall be such sum as the Auditor for the time being of the Company shall certify in writing as in his opinion is the fair value of a Share, and the Auditor shall be bound so to certify on the application of any proposing transferor or purchasing Member, and the fair value so certified by the Auditor shall be final. When the proposing transferor cannot find a purchaser at the price specified in the transfer notice, he may give a fresh notice specifying a reduced price.

10. If the Company shall not within the space of twenty-one days after being served with the transfer notice as aforesaid, find a Member willing to purchase the Share or Shares, the person wishful to sell shall be at liberty, subject to Clause 11 hereof, for a period not exceeding two months to sell and transfer the Share or Shares (or those not placed) to any person at a price not less than that which he may have fixed as the fair value in the transfer notice for the time being.

11. The Directors may refuse to register the transfer of any Share on any of the following grounds: (a) That the Company has a lien on the Share; (b) that the transfer has not been effected according to the Articles or Regulations of the Company, or is in contravention of any Agreement made by the transferor; (c) that in the case of a Share not fully paid up the transferee is a person unable to pay Calls; (d) that the transferee is a person whose interest in the business carried on by the Company or any business of the same nature renders it undesirable in the opinion of the Directors that he should be a Member, or that he is otherwise in their opinion objectionable; or (e) that the result of the registration would be to make the number of Members exceed fifty, in contravention of Clause 3, sub-clause (a) hereof. Clause 20 of Table "A" shall be deemed to be amended accordingly. Notwithstanding the foregoing specific grounds, the Directors shall not be bound to state their reason for refusing to register a transfer.

GENERAL MEETINGS AND PROCEEDINGS THEREAT.

12. A General Meeting may, with the consent in writing of all the Members for the time being, be convened on a shorter notice than seven days, and in any manner they think fit, and Clause 49 of Table "A" shall be deemed to be modified accordingly. Two Members personally present shall be a quorum for a General Meeting, and Clause 51 of Table A shall be deemed to be amended to agree.

13. A poll may be demanded by any one or more Members holding at least one-tenth of the Shares for the time being issued, and Clause 56 of Table "A" shall be deemed to be modified accordingly; and the words "or not carried by a particular majority" shall be deemed to be inserted immediately after the word "lost" in the same clause.

14. On a show of hands no vote shall be given by proxy, but otherwise each Member voting thereat shall have one vote. But at a poll each Member shall have one vote for every Share (of whatever class or classes) held by him and upon which there are no calls in arrear.

15. When a Special Resolution is proposed to be passed, the two Meetings may be convened by one notice, and the second Meeting may be convened by such notice contingently on the proposed Resolution being passed at the first Meeting by the necessary majority. Clauses 111 and 114 of Table A, relating to Notices, shall not apply to the Company.

DIRECTORS.

16. Throughout these clauses words importing the masculine gender only shall also include the feminine gender. The number of Directors shall not be less than two nor more than five (two of whom may be appointed to hold office for life and may be designated "Managing Directors").

17. The qualification of every Director shall be the holding, in his own right and as sole holder, of Shares of any class or classes in the capital of the Company of the nominal value of at least Two hundred pounds. A Director may hold any other office of profit (except that of Auditor) in or under the Company.

18. The persons hereinafter named shall be the first Directors, that is to say, CHARLES REGINALD BELLING and EDGAR MORTON LEE, each of whom shall, subject to the terms of any Agreement between him and the Company, be entitled to hold office for the term of his natural life, or until he resign (after giving at least two months' notice in writing to the Company), or become disqualified pursuant to clause 22 hereof, except paragraphs (v.) and (vi.) therein, and such first Directors shall have power, provided they both concur, at any time and from time to time, to appoint any other person or persons to be additional Directors, provided that the total number of Directors shall not at any time exceed the maximum specified in clause 16 hereof. Until otherwise determined by the Directors, two Directors shall form a quorum for a Board Meeting.

19. The first Directors, and others who from time to time succeed to that office, shall be allowed 28 days in which to procure their qualification Shares, and unless they shall do so they shall be deemed to have agreed to take the said Shares, and the same shall forthwith be allotted to them. In the meantime they may exercise the same power and authority as though they held their qualification Shares.

20. The Directors may at their discretion (but subject to the provisions of any contract) appoint, remove or suspend and re-appoint such managers, experts and specialists, assistants, travellers, collectors, operatives and other servants or employees for permanent, temporary

or other services as they may from time to time think fit, and may determine their duties and fix their salaries and emoluments, and require security in such instances and to such amount as they may think fit.

21. The Directors may purchase, take on lease or otherwise acquire for and on behalf of the Company, any businesses, goodwill, benefit of contracts, stock-in-trade, patents, plant, machinery, engineering and other works, factories, foundries, stores, warehouses, offices, shops, garages, stables, buildings, concessions, rights and privileges, freehold or other land, and other property which this Company is authorised by the Memorandum of Association to acquire, at such price and generally on such terms and conditions as they think fit; and they may at their own discretion pay for any such businesses, goodwill, benefit of contracts, stock-in-trade, plant, machinery, engineering and other works, factories, foundries, stores, warehouses, offices, shops, garages, stables, buildings, concessions, rights, land and other property aforesaid, or for services rendered to the Company, either wholly or partially in cash, or in shares of any class, debentures or other securities of the Company, or by any combination of these modes; and they are hereby authorised to enter into or adopt, and carry into effect, any Agreement or Agreements, or other instrument, in relation thereto, with full authority to agree at any time, and from time to time, to any modifications therein.

22. The office of Director shall be vacated :--

- (i) If he cease to hold the required number of Shares to qualify him for the office.
- (ii) If he become lunatic or of unsound mind, or incapacitated by permanent physical infirmity from giving adequate attention to the business of the Company
- (iii) If he be convicted of an indictable offence.
- (iv) If after his appointment he become bankrupt or suspend payment, or file a petition in bankruptcy or compound with his creditors.
- (v) If he absent himself from Board Meetings of the Company for four consecutive months without the special leave of his co-Directors.
- (vi) If after giving the Company one month's notice at least in writing he resign his office.

23. Any Director shall have full and free power to trade with the Company, and the Company shall have the like power to trade with any Director, and accordingly any Director may enter into contracts or other arrangements with the Company, and shall not be disqualified from office thereby, nor shall he be liable to account to the Company for any profit arising out of any such contract, arrangement or dealing to which he is a party or in which he is interested, by reason of his being at the same time a Director of the Company; provided that such Director disclose to the Board, at or before the time when such contract, arrangement or dealing

is determined upon, the nature and extent of his interest therein, or, if such interest be subsequently acquired, that he disclose to the Board, on the first occasion possible, the fact that he has acquired such interest. But no Director shall (except with the sanction of the Company in General Meeting) vote as a Director in regard to any contract, arrangement or dealing in which he is interested or upon any matter arising thereout, nor shall he be reckoned in estimating a quorum when any such contract, arrangement, or dealing is under consideration.

24. A resolution in writing signed by all the Directors shall be as valid and effectual as if it had been passed at a Meeting of the Directors duly called and constituted.

25. In addition to the powers contained in Clause 71 of Table "A," the Directors may and are hereby empowered on behalf of the Company to make, do, and execute all such acts, deeds, matters and things as they may consider requisite, expedient or desirable for carrying out and effectuating all or any of the objects of the Company as specified or referred to in the Memorandum of Association; and may subscribe, devote and apply any of the funds of the Company in or for or towards any purpose which they may consider conducive directly or indirectly to the interest of the Company or of its property, and without any provision or stipulation for the repayment of any sum or sums so subscribed, devoted or applied or any other consideration for the same, and also for the purpose of or in connection with all or any of the above-mentioned objects may pay the cost or subscribe towards the cost of or otherwise aid or concur in obtaining or in endeavouring to obtain statutory or other powers, either for the Company or for any other company or person.

26. Subject to the terms of any Agreement between them and the Company, the Directors shall be paid out of the funds of the Company, by way of remuneration for their services, such sum as the Company in General Meeting shall from time to time prescribe, and such remuneration shall be divided among them in such proportions and manner as the Directors themselves determine, and in default of determination equally. Furthermore, each Director shall, subject to the sanction of the Board, be entitled to be paid all his reasonable travelling and other expenses properly and necessarily incurred by him in and about the business of the Company, and if he shall be required to perform extra services or go abroad or to reside at some distant place, or shall otherwise be specially occupied about the Company's business, he shall, subject as aforesaid (unless otherwise arranged with him), be entitled to receive a remuneration to be fixed by the Company in General Meeting.

MANAGING DIRECTORS.

27. The before-named CHARLES REGINALD BELLING and EDGAR MORTON LEE shall be joint Managing Directors of the Company and each of them shall, subject to the terms of any Agreement between him and the Company, be entitled to retain such office for the term of his natural life, or until he resign (after giving at least two months' notice, in writing to the Company) or become disqualified pursuant to clause 22 hereof (except paragraphs (v) and (vi) therein).

28. The qualification of each of the Managing Directors shall, unless and until otherwise decided by a Resolution of the Company in General Meeting, be the holding in his own right and as sole owner of as many Shares as are hereinbefore mentioned in these Articles as the qualification of an ordinary Director.

29. The remuneration of a Managing Director shall, subject to the terms of any Agreement between him and the Company, be fixed either by the Directors, or by the Company in General Meeting, as the Managing Director shall himself elect, and may be by salary (in addition to, or in substitution for, that to which he may be entitled under clause 26 hereof), or commission, or participation in profits, or by all or any of these modes combined.

30. A Managing Director shall not, whilst he continues to hold that office, be subject to retirement by rotation, and he shall not be taken into account in determining the rotation of retirement of Directors, but he shall, subject to the conditions of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company, and if he cease to hold the office of Director from any cause he shall *ipso facto* and immediately cease to be a Managing Director.

BORROWING POWERS.

31. The Directors may from time to time at their discretion raise or borrow any sum or sums of money for the purposes of the Company, and may secure the payment of such moneys in such manner and upon such terms and conditions in all respects as they think fit, and in particular by the issue of debentures or debenture stock of the Company charged upon all or any part of the present and future property of the Company, including its uncalled capital; and Clause 73 of Table "A" shall not apply to the Company. If at any time the Company shall redeem any of its Debentures previously issued, the Directors may, on behalf of the Company, keep any such redeemed Debentures alive and may re-issue the same, or any of them, in any manner sanctioned by Section 104, Companies (Consolidation) Act, 1908.

32. The fee for inspection of instruments requiring registration shall be one shilling for each inspection, but the Directors may waive the payment of such fee either in any particular case or generally.

MISCELLANEOUS.

33. Every Director, Manager, Secretary, and other officer or servant of the Company shall be indemnified by the Company against all costs, losses and expenses which any such officer or servant may incur or become liable to in or about the discharge of his duties, except such as happen from his own respective wilful act or default.

34. No Member shall be entitled to require discovery of or any information respecting any detail of the Company's trading, or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process, or which may relate to the conduct of the business of the Company, and which, in the opinion of the Directors, it will be inexpedient in the interest of the Members of the Company to communicate to the public.

35. Any resolution signed by all the Members for the time being of the Company entitled to vote shall be as valid and effectual as a resolution passed in the ordinary manner by the Members assembled in General Meeting, but this clause shall not apply to a resolution passed in respect of any matter which by the Statutes or these presents ought to be dealt with by Special or Extraordinary Resolution.

36. Every Member whose registered place of address is not in the United Kingdom may from time to time notify in writing to the Company some place in England which shall be regarded as his registered place of abode for the purpose of Clause 110 of Table "A", and any person not having notified the Company as aforesaid shall be deemed to have received due notice when such notice shall have been displayed in the office of the Company.

37. Whenever the Company shall become entitled to fully or partly paid shares or other securities in any other Company, the Directors may nominate the Members of the Company to receive and possess such shares or other securities, the same to be distributed by way of dividend or bonus in proportion to the shares then held by the Members, and the dividend clauses of Table "A" are deemed to be modified accordingly.

38. The before-named EDGAR MORTON LEE shall be the first Secretary of the Company, and he shall, subject to the terms of any Agreement between him and the Company, retain office until the Directors by Resolution otherwise determine, or until he resign. His remuneration (if any, as Secretary), shall be fixed by the Directors.

39. The appointment of Bankers, Solicitors and Accountants of the Company, and the method of signing cheques, bills and the like shall be determined by the Directors.

40. A copy of the annual balance sheet and report shall, for seven days previous to the Meeting, be kept at the Registered Office, open for the inspection of the Members, and shall also be open at the Meeting, but the same shall not, except in the absolute discretion of the Directors, be circulated, and no copy of or extract from the same shall be taken or made, but a copy may be furnished on any terms allowed by Statute.

41. The provisions of Sections 112 and 113 of the Companies (Consolidation) Act, 1908, relative to Accounts, Audit, Balance Sheets and Reports shall be applicable to the Company, provided that the Company shall not be required to forward any Statement in the form of a Balance Sheet to the Registrar.

Names, Addresses and Descriptions of Subscribers.

C. P. Belling Electrical Engineer
10 Glebe Avenue
Enfield
Msx.

E. M. Lee Radio Engineer
27, Ridgeway
Enfield Msx.

Dated the 20th day of December, 1922.

Witness to the above Signatures:—

Charles M. Caplen
27 Fetter Lane
London, E.C. 4
Printing Works Manager.

DUPLICATE FOR THE FILE.

No. 186528



Certificate of Incorporation

I Hereby Certify, ^{that the}
Belling & Lee, Limited

is this day Incorporated under the Companies Acts, 1908 to 1917, and that the Company is **Limited**.

Given under my hand at London this *Twentieth* day of *December*
One Thousand Nine Hundred and *Twenty-two*.

Fees and Deed Stamps £ *3.10/-*

Stamp Duty on Capital £ *10/-*

K. B. Little
Registrar of Joint Stock Companies.

Certificate received by

Alfred H. Atkins Esq

per 29/11

27 Fetter Lane

E. E.

Date

22/12

12/6/53. 46.

"The Companies Act 1948"

COMPANY LIMITED BY SHARES



SPECIAL RESOLUTIONS

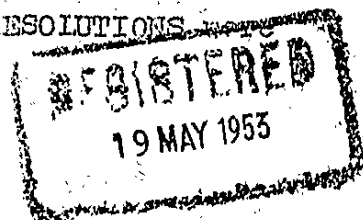
of

BELLING & LEE LIMITED

Passed the 5th day of May 1953

At an EXTRAORDINARY GENERAL MEETING of the Members of the above named Company, duly convened and held at the Registered Office of the Company, Cambridge Arterial Road, Enfield, in the County of Middlesex, on Tuesday, the fifth day of May, 1953, the following SPECIAL RESOLUTIONS were duly passed:

RESOLVED:-



1. "That the Nominal Share Capital of the Company be increased from £1,000 to £500,000 by the creation of 499,000 new Ordinary Shares of £1 each, such new Ordinary Shares to rank, as to dividends, voting, and in all other respects, pari passu with the existing Ordinary Shares in the Capital of the Company."

2. "That the existing 10 Founders Shares of £1 each constituting part of the Company's original Capital be converted into 10 Ordinary Shares of £1 each to rank, as to dividends, voting, and in all other respects, pari passu with all other Ordinary Shares in the Capital of the Company."

ALFRED H. ATKINS LTD.
JOINT STOCK COMPANIES
REGISTRATION AGENTS

A. Lark
Secretary to the Company.

1948
"The Companies Act, ~~1929~~."



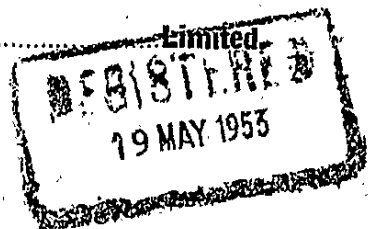
NOTICE OF INCREASE IN NOMINAL CAPITAL

Pursuant to Section ⁶³ 63.



Name
of
Company

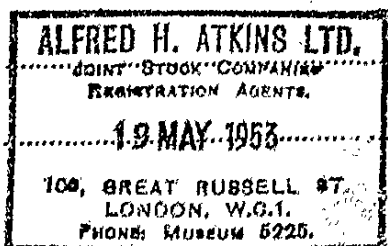
Belling and Lee



NOTE.—This Notice, together with a printed copy of the Resolution authorising the Increase, must be filed within 15 days after the passing of the said Resolution.

Presented for Registration by

PUBLISHED AND SOLD BY



ALFRED H. ATKINS, Limited,
Joint-Stock Companies' Registration Agents, Stationers and Printers,
54, POLAND STREET, OXFORD STREET, LONDON, W.1.

100, GREAT RUSSELL STREET, W.C.1.

19 MAY 1953

C657

TO THE REGISTRAR OF COMPANIES.

The

Belling and Lee

Limited,

hereby give you notice pursuant to Sect. ⁶³~~5~~ of the Companies Act, ¹⁹⁴⁸~~1945~~, that by

(a) *Special*
~~Extraordinary~~ Resolution of the Company dated the *Fifth*

day of *May* 19*53*, the nominal Capital of the Company has

been increased by the addition thereto of the sum of £ *499,000* beyond

the registered Capital of £ *1,000* The additional

Capital is divided as follows:—

Number of Shares.

Class of Share.

Nominal
Amount of
each Share.

499,000

Ordinary

£1

The conditions (e.g., voting rights, dividends, etc.) subject to which the new Shares have been or are to be issued are as follows:—

*Rank pari-passu with the
existing Ordinary share Capital
of the Company*

(If any of the new Shares are Preference Shares state whether they are redeemable or not.)

FOR AND ON BEHALF OF
BELLING & LEE, LTD.

(Signature).....

A. Book

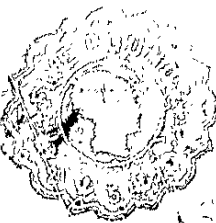
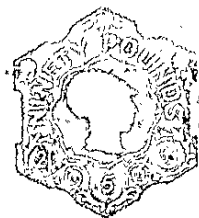
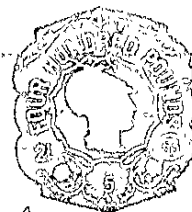
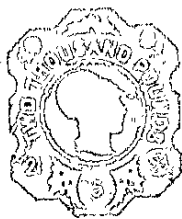
SECRETARY.....

(State whether Director,
or Manager or Secretary).....

Dated the *19th* day of *May* 19*53*

(a) "Ordinary," "Extraordinary," or "Special."

The



Belting and Bel., Limited.

STATEMENT of INCREASE of NOMINAL CAPITAL, pursuant to Sec. 112 of the Companies Act, 1891, as amended by Sec. 7 of the Finance Act, 1899, Sec. 39 of the Finance Act, 1908, and Sec. 41 of the Finance Act, 1933. (NOTE.—The Stamp Duty on an increase of Nominal Capital is TEN SHILLINGS for every £100 or fraction of £100).



NOTE.—This Statement is to be filed *within 15 days* after the passing of the Resolution which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5 Revenue Act, 1908).

Attention is drawn to Section ⁶³~~112~~ of the Companies Act, ¹⁹⁴⁸~~1929~~, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.

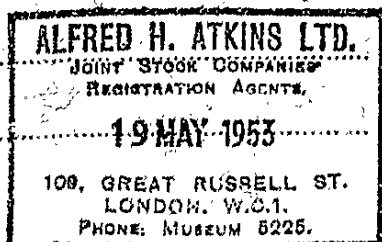
Printed for Registration by

PUBLISHED AND SOLD BY

ALFRED H. ATKINS, Limited,

Joint-Stock Companies' Registration Agents, Stationers and Printers,
54, POLAND STREET, OXFORD STREET, LONDON, W.1.

Telephone: "GERRARD" 5800. Telegrams: "PAINSTAKING, LONDON."
109, GREAT RUSSELL STREET, W.C.1.



19 MAY 1953

CG58

THE NOMINAL CAPITAL OF

The

Belling & Lee

, Limited.

has by a Resolution of the Company dated *5th May 1953*

been **increased** by the addition thereto of the sum of *£499,000*

Pounds,

divided into *499,000*

Shares of

One

Pounds each,

beyond the Registered Capital of *£1,000*

Signature

FOR AND ON BEHALF OF
BELLING & LEE, L.D.

A. Lee
SECRETARY

Description

Date *19th May 1953*

This Statement must be signed by an Officer of the Company.

"The Companies Act 1948"

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

BELLING & LEE LIMITED

Passed the 31st day of December 1953



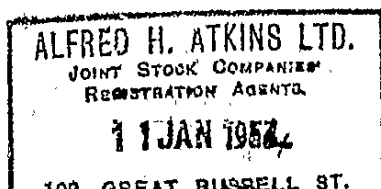
At an EXTRAORDINARY GENERAL MEETING of the Members of the above named Company, duly convened and held at the Registered Office of the Company, Cambridge Arterial Road, Enfield in the County of Middlesex, on Thursday, the thirty-first day of December 1953, the following SPECIAL RESOLUTIONS were passed:

RESOLVED:-

1. "That the Special Resolution Number Two passed on the 5th day of May, 1953 be hereby rescinded."
2. "That clauses 128 and 129 of table A part one of the first schedule to the Companies Act 1948 relating to capitalisation of Profits be added to the Company's Articles of Association."

A. Buck

Secretary to the Company.



A

736

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

(COPY)

Special Resolution

(Pursuant to The Companies Act, 1948, Section 141 [and any other Section of the Act under which the Special Resolution is passed*])

OF

BELLING & LEE

LIMITED

Passed the Ninth day of March 1961

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 68, Broad Walk, Winchmore Hill, London, N.21

in the County of Middlesex, on the Ninth day of March, 1961, the following SPECIAL RESOLUTION(S) were duly passed:—

[Here set out the exact words of the Special Resolution or Resolutions as passed.]

That the following provisions be added to Clause 4 of the Company's Articles of Association:—

"Any Member may make, and the Company may accept, a surrender of his Shares, or any portion thereof, upon any terms and conditions which may be mutually agreed between such Member and the Company, or its directors on behalf of the Company. In particular, while the Capital of the Company is divided into Shares of different Classes, Shares of any Class may be surrendered for the purpose of being simultaneously exchanged for Shares of another Class; Provided always that such surrender and exchange shall involve any diminution of the aggregate amount of the Share Capital for the time being issued, or any return of paid-up Capital."

That 100,000 of the unissued £1 Ordinary Shares in the Capital of the Company be divided into £1 Cumulative 6½% Preference Shares carrying the normal rights as regards Dividend and Assets of such Cumulative Preference Shares. This Dividend will be payable annually at the 30th September and the 31st March and on the issue of the Shares the Directors shall determine the date from which Dividend accrues. This Clause shall be added as a new Clause, numbered 4a, in the Company's Articles of Association."

* Where this Form is returned to the Publishers to be printed, they will fill in the correct references to the Sections under which the Special Resolution was passed,

D. H. ATKINS LTD
STOCK & SHARE
REGISTRATION AGENTS

21 MAR 1961

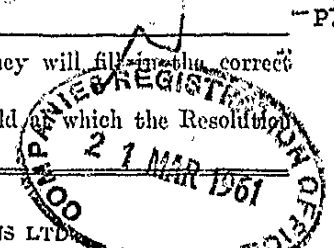
10, RIVINGTON STREET, 116
LONDON, E.C.2.
SHOreditch 7770

Copyright Form. Cat. No. C.A. 50a.

JORDAN & SONS, LTD.,
Chancery Lane, London, W.C.2.
Law Stationers and Company Registration Agents.

SHAW & SONS LTD
7, 8 & 9, Fetter Lane, London, E.C.4.

A17 (L)



3. "That the sum of £498,990 at present standing to the credit of the general reserve account be capitalised and that the Directors be authorised and directed to appropriate the said sum to the holders of the Ordinary Shares in the proportions as already held at the date of this resolution and shall apply this sum on behalf of such holders in paying up in full £100,000 6½% Cumulative Preference Shares of £1 and £398,990 Ordinary Shares of £1 to be allotted and distributed as fully paid to the holders of the Ordinary Shares."

E. M. Lees
Secretary

RECEIVED
1916
JULY 16
1916

Number of 186538
Company

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2))

OF



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ling may be
in writing.

BELLING & LEE

LIMITED

Passed 19th April, 1961.

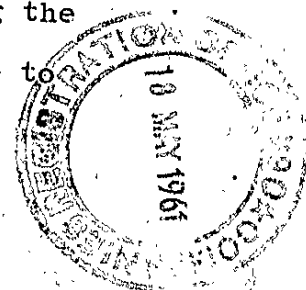
AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at
540 Great Cambridge Road, Enfield, Middlesex.

on the 19th day of April, 1961, the subjoined
Special Resolution duly passed viz.:-

RESOLUTION

18 MAY 1961

RESOLVED that Clause 16 of the Articles
of Association be amended, increasing the
maximum number of Directors from five to
ten.



Special Resolu-
tion must be
in this space,
affixed to or
on it, except
in case of an
amendment of
the private
when it
typed. See
(a) and Note

Signature

C. R. B. Townend,
Director & Secretary.

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).
See section 143 (1) and (4) printed overleaf.

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2))

OF

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ling may be
in writing.

BELLING & LEE LIMITED

Passed 29th October, 1965.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Great Cambridge Road, Enfield, Middlesex.

on the 29th day of October, 1965, the subjoined Special Resolutions duly passed, viz.:-

RESOLUTIONS

1. That clause 17 of the Articles of Association be cancelled and substituted by the following clause:-
"The shareholding qualification of directors may be fixed by the Company in general meeting, and unless and until so fixed no qualification shall be required. A Director may hold any other office of profit (except that of Auditor) in or under the Company."
2. That clause 18 of the Articles of Association be cancelled and substituted by the following clause:-
"Edgar Morton Lee, subject to the terms of any agreement between him and the Company, shall be entitled to hold office for the term of his natural life or until he resign (after giving at least two months' notice in writing to the Company), or become disqualified pursuant to clause 22 or 23, except paragraphs (v) and (vi) therein. Until otherwise determined by the Directors, two Directors shall form a quorum for a Board Meeting."
3. That clause 19 of the Articles of Association be cancelled.

Signature

Director & Secretary.



NOTE.—To be filed within 15 days after the passing of the Resolution(s).
See section 143 (1) and (4) printed overleaf.

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Special Resolutions

OF

BELLING & LEE, LIMITED

(Passed 9th June, 1966.)

REGISTERED

16 JUN 1966

At an EXTRAORDINARY GENERAL MEETING of Belling & Lee, Limited duly convened and held on the 9th day of June, 1966 the following Resolutions were duly passed as SPECIAL RESOLUTIONS:—

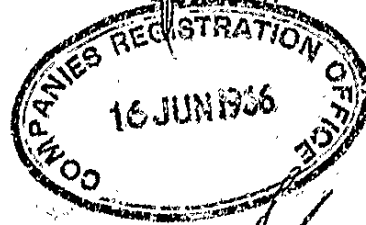
RESOLUTIONS

1. THAT the Memorandum of Association of the Company be amended by the deletion of Clauses 5 to 8 inclusive therefrom and the substitution therefor of the following new Clause 5:—
“5. The capital of the Company is £500,000 divided into 500,000 Shares of £1 each.”
2. THAT the regulations set out in the printed document produced to the meeting and for the purposes of identification signed by the Chairman thereof be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association thereof.

B., M. & CO., LTD. SC004/W

SLAUGHTER & MAY, (AMM)

18 AUSTIN FERRIS



THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

BELLING & LEE, LIMITED

(Adopted by Special Resolution passed 9th June, 1966.)

PRELIMINARY

1. (a) The regulations contained in Table A in the First Schedule to the Companies (Consolidation) Act, 1908, shall not apply to the Company.

(b) The regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 (which Table is hereinafter called Table A) shall apply to the Company save in so far as they are excluded or modified hereby.

PRIVATE COMPANY

2. The Company is a private company, and accordingly the regulations contained in Part II of Table A, except Clause 1 therein, shall apply to the Company.

SHARES.

3. (a) The authorised share capital of the Company at the date of the adoption of these Articles is £500,000 divided into 100,000 6½ per cent. Cumulative Preference Shares of £1 each and 400,000 Ordinary Shares of £1 each.

(b) The said Cumulative Preference Shares shall confer on the holders thereof the right to be paid out of the profits of the Company available for dividend and resolved to be distributed in respect of any financial year or other period a fixed cumulative preferential dividend at the rate of 6½ per cent. per annum on the capital for the

S22/00

BLANCHETTER & CO (AGENTS)
10, AUSTIN STREET
LONDON, E.C.2.

time being paid up thereon in priority to any payment to the holders of any other class of share and the right in a winding-up or on a reduction of capital involving repayment to repayment of the capital paid up thereon together with a sum equal to any arrears or accruals of the said fixed dividend calculated down to the date of repayment (and in the case of a winding-up whether earned or declared or not) in priority to any payment to the holders of any other class of shares but they shall not confer any further right to participate in the profits or assets of the Company.

4. Subject to any direction to the contrary that may be given by Special Resolution, all unissued shares shall, before issue, be offered to the holders of Ordinary Shares in proportion, as nearly as the circumstances admit, to the number of Ordinary Shares held by them. The offer shall be made by notice specifying the number of shares offered, and limiting a time (being not less than 21 days) within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may dispose of the same in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any unissued shares representing fractional entitlements.

5. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of two or more joint holders.

6. In Clause 15 in Part I of Table A the following words "except in so far as may be otherwise agreed between the Company and any Member in the case of the shares held by him" shall be inserted immediately after the words "Provided that".

7. Clause 22 in Part I of Table A shall be modified by deleting the words "and transferee" and Clause 24 in Part I of Table A shall not apply.

NOTICES

8. Every notice calling a General Meeting shall comply with the provisions of Section 136 (2) of the Act, as to giving information to Members in regard to their right to appoint proxies, and all notices and other communications relating to a General Meeting which any Member is entitled to receive shall also be sent to the Auditor for the time being of the Company.

RESOLUTIONS

9. Any such resolution in writing as is referred to in Clause 5 in Part II of Table A may consist of several documents in the like form each signed by one or more of the Members (or their duly authorised representatives) in that Clause referred to.

PROCEEDINGS AT GENERAL MEETINGS

10. The following words shall be added to the end of Clause 52 in Part I of Table A "and fixing the remuneration of Directors".

11. Clause 53 in Part I of Table A shall not apply and the words "the meeting shall be dissolved" shall be substituted for the words "the members present shall be a quorum" in Clause 54 in Part I of Table A.

12. It shall not be necessary to give any notice of an adjourned meeting and Clause 57 in Part I of Table A shall be construed accordingly.

13. A poll may be demanded by any Member present in person or by proxy and Clause 58 in Part I of Table A shall be modified accordingly.

14. A Member for whom a receiver, *curator bonis* or other person in the nature of a receiver or *curator bonis* has been appointed by a Court in England and Wales or Scotland having jurisdiction in that behalf on the ground that the Member is incapable by reason of mental disorder of managing and administering his property and affairs may vote, whether on a show of hands or on a poll, by the person so appointed, and that person may appoint a proxy to vote on a poll on behalf of the Member, and Clause 64 in Part I of Table A shall not apply.

DIRECTORS

15. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall be not less than two. Clause 75 in Part I of Table A shall not apply.

16. A Director need not hold any shares of the Company to qualify him as a Director but he shall be entitled to receive notice of

and attend at all General Meetings of the Company and at all separate General Meetings of the holders of any class of shares in the Capital of the Company and Clause 134 of Part I of Table A shall be modified accordingly. Clause 77 in Part I of Table A shall not apply.

17. If any Director shall be called upon to perform extra services or to make special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by a resolution passed at a Meeting of the Directors of the Company, and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled as a Director.

18. 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 and to issue debentures, debenture stock and other securities as security for any debt, liability or obligation of the Company or of any third party and Clause 79 in Part I of Table A shall not apply.

19. A Director may vote as a Director in regard to any contract or arrangement in which he is interested, or upon any matter arising thereout, and if he does so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration and Clause 84 in Part I of Table A shall be modified accordingly.

20. A Director present at any meeting of Directors or Committee of Directors need not sign his name in a book kept for that purpose and Clause 86 in Part I of Table A shall be modified accordingly.

21. The Directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any Director who has held any other salaried office or place of profit with the Company or on his death to his widow or dependants and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance and Clause 87 in Part I of Table A shall not apply.

22. Paragraph (d) of Clause 88 in Part I of Table A shall be modified by deleting the words "becomes of unsound mind" and substituting therefor the words "in the opinion of all his co-Directors becomes incapable by reason of mental disorder of discharging his duties as Director". Paragraphs (a) and (f) of Clause 88 in Part I of Table A shall not apply.

23. Directors shall not retire by rotation and Clauses 89 to 93 inclusive in Part I of Table A shall not apply. Clauses 94, 96 and 97 in Part I of Table A shall be modified accordingly.

24. A Director appointed to fill a casual vacancy or as an addition to the Board shall not retire from office at the Annual General Meeting next following his appointment and the last sentence of Clause 95 in Part I of Table A shall not apply.

25. Without prejudice to the provisions of Section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his term of office. The Company may by Ordinary Resolution appoint another person in place of the Director so removed.

26. (A) Any Director may by writing under his hand appoint (1) any other Director, or (2) any other person who is approved by the Board of Directors as hereinafter provided to be his alternate; and every such alternate shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) be entitled to receive notices of all meetings of the Directors and, in the absence from the Board of the Director appointing him, to attend and vote at Meetings of the Directors, and to exercise all the powers, rights, duties and authorities of the Director appointing him: Provided always that no such appointment of a person other than a Director shall be operative unless and until the approval of the Board of Directors by a majority consisting of two-thirds of the whole Board shall have been given and entered in the Directors' Minute Book. A Director may at any time revoke the appointment of an alternate appointed by him, and subject to such approval as aforesaid appoint another person in his place, and if a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine, provided always that in the event of these Articles providing for the retirement of Directors by rotation, if any Director so retires but is re-elected at the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired. An alternate Director shall not be counted in reckoning the maximum number of Directors allowed by the Articles of Association for the time being. A Director acting as alternate shall have an additional vote at meetings of Directors for each Director for whom he acts as alternate but he shall count as only one for the purpose of determining whether a quorum be present.

(B) Every person acting as an alternate Director shall be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. The remuneration of any such alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate and the Director appointing him.

27. Any such resolution in writing as is referred to in Clause 106 in Part I of Table A may consist of several documents in the like form each signed by one or more of the Directors for the time being entitled to receive notice of a meeting of the Directors and Clause 106 in Part I of Table A shall be modified accordingly.

28. No person shall be or become incapable of being appointed a Director by reason of his having attained the age of seventy or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person, and no Director shall vacate his office at any time by reason of the fact that he has attained the age of seventy or any other age.

29. The Directors may from time to time appoint one or more of their body to hold any executive office in the management of the business of the Company including the office of Chairman or Deputy Chairman or Managing or Joint Managing or Deputy or Assistant Managing Director as the Directors may decide for such fixed term or without limitation as to period and on such terms as they think fit and a Director appointed to any executive office shall (without prejudice to any claim for damages for breach of any Service Contract between him and the Company) if he ceases to hold the office of Director from any cause *ipso facto* and immediately cease to hold such executive office. Clause 107 in Part I of Table A shall not apply.

30. A Director holding such executive office as aforesaid for a fixed period shall not be entitled to resign as a Director of the Company and Clause 88 (E) in Part I of Table A shall be modified accordingly.

ASSOCIATE DIRECTORS

31. (A) The Directors shall have power from time to time to appoint an officer or employee of the Company or of any Subsidiary Company of the Company to be an Associate, Assistant, Consultant or

Local Director (hereinafter referred to as an "Associate Director") but so that the total number of Associate Directors shall not at any time exceed six.

(B) An Associate Director shall not without the express sanction in writing of the Directors and if such sanction is given then only to the extent that such sanction is given in any particular case:—

- (i) be entitled to exercise any of the powers or rights of a Director under the Articles of Association of the Company;
- (ii) have any right of access to the books of the Company; and
- (iii) be entitled to receive notice of or attend or vote at meetings of the Directors.

(c) The appointment, remuneration, continuance in office and removal, powers and duties of Associate Directors or any of them shall be determined by the Directors.

E. L. Lee

Chairman of the
meeting

18/11/79

2/00-25
COMPANIES
REGISTRATION

Secretary.

THE COMPANIES ACTS.

REGISTERED

1 AUG 1965

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

Genl. Agents

BELLING & LEE, LIMITED

(As amended by Special Resolution passed 9th June, 1966.)

1. The Name of the Company is "BELLING & LEE, LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are:—
 - (A) To undertake, carry out and effectuate any business transactions or operations commonly, or which can conveniently be, undertaken or carried out by factors, manufacturers, commission and general selling agents, whether as sole factors, agents or representatives for certain specified countries, counties, areas or districts, or otherwise; also to acquire, take over, work, turn to account or in any way operate, deal in or trade with the whole or any part of the right, title and interest of any person or persons, firms or companies under or in relation to any patent, invention, contract, licence, concession or other arrangements, whatsoever generally, but more particularly in regard to "Wireless" telegraphy or telephony, and the like, and for such periods and on such terms and conditions in all respects as may be agreed with full power at any time, and from time to time, to agree to any modifications howsoever in connection with any contracts, licences or other documents or arrangements whatsoever.
 - (B) To test, exploit, exercise, develop, manufacture, improve, repair, exhibit, use, work, export, import, buy, sell, exchange, let out on hire, grant licences in respect of, turn

26?

2/8/66

SLAUGHTER & MAY,
18, AUSTIN FRIARS,
LONDON, E.C.2.

(AWM)

COMPANIES REGISTRATION
12/12/1966
S2200
JUN 1966

to account and generally carry on business in connection with transmitters, receiver, batteries, aerials, accumulators, induction coils, coherers, amplifiers, insulators, terminals, resistances, detectors, thermionic and other valves, valve panels, filaments, condensers, tuners and couplings, also any other apparatus, appliances, components, materials, chemicals, ingredients, fluids, goods, general equipment and sundries necessary, convenient or desirable for or in relation to "Wireless" and any allied science.

- (c) To undertake, perform and carry out (as far as the Company lawfully may) all or any experiments, works, functions, operations and services whatsoever in connection with the modern scientific method of signalling, news transmission and general communication popularly designated "Wireless", in regard to telegraphy, telephony or/and any other branch or branches thereof, whether on lines or systems at present known or practised, or as may from time to time hereafter be discovered, invented or brought into use, and whether on the Company's own account or on behalf of its customers or any other persons whomsoever.
- (d) To carry on business as engineers, advisers, experts, consultants, contractors, and the like, in connection with wireless telephony and telegraphy, and to undertake and carry out partial or entire installations, and any work or operations in regard to the planning, erection, equipment and maintenance of public and private wireless telephones and stations; also to render such services and afford such "broadcasting" and other facilities as the Company from time to time may lawfully do.
- (e) To likewise trade and carry on business in connection with general telegraphic, telephonic, pneumatic, phonographic, photographic, cinematographic, meteorological, optical, surgical, dental, nautical, chemical, electrical, and all or any other scientific instruments, apparatus, machines and appliances; also any components, fittings, accessories, wares and materials whatsoever appertaining to, necessary or desirable for the same.
- (f) To also carry on the businesses or trades of aviation, motor, electrical, marine and general engineers; iron, brass, aluminium and general metal workers and stampers; braziers, smiths, machinists, welders, annealers, enamellers, japanners, galvanisers and electro and general platers and

painters; works and general contractors; manufacturing and general cabinet makers, carpenters, joiners and wood turners; india rubber manufacturers, merchants, dealers and workers; oil merchants and dealers; hardware factors, engineers' and ironmongers' store keepers, and the like.

- (G) To also carry on business in like manner in relation to hydroplanes, aeroplanes, and all or any apparatus, devices, appliances, materials, components, implements, tools and accessories connected with hydraulics, aerostatics and any allied sciences.
- (H) To generally act as merchants and shippers, traders, commission agents, or in any other capacity in the United Kingdom or abroad, and to import, export, buy, sell, barter, exchange, pledge, make advances upon or otherwise deal in all kinds of English and foreign goods, wares, articles and merchandise according to the custom of merchants and otherwise, and to purchase, charter, hire or otherwise make any arrangements for steam and other ships and vessels.
- (I) 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 more profitable, any of the Company's property or rights.
- (J) To purchase or otherwise acquire, take over and undertake all or any part of the business, goodwill, property, assets, options, rights, privileges, liabilities and transactions of any person, firm, or company carrying on any such businesses or trades as specified or comprised in this Memorandum of Association, or any operations which this Company is authorised to carry on, or possessed of any property suitable for the purposes of the Company.
- (K) To purchase, take on lease, under lease, hire or otherwise acquire, build, construct, equip, maintain, control, improve, remove and replace, turn to account, or dispose of, any laboratories, works, factories, foundries, shops, stores, warehouses, dwelling and other houses, garages, fittings, fixtures, machinery and/or other appliances.
- (L) To acquire land, on any tenure or conditions, and any other property whatsoever, whether real or personal, or any

estate or interest therein, which the Company may consider necessary or convenient for the purposes of its business or desirable in the interests of the Company. —

- (M) To acquire by original application or by purchase or otherwise any patent rights, trade marks, concessions, licences, brevets d'invention or monopolies, or any interest therein or privileges thereunder, or any secret or other information as to any invention or processes, and to keep up and use and develop, grant licences in respect of, and otherwise turn same to account, and to undertake, subscribe to or otherwise aid, and to expend money upon undertakings for the purpose of making experiments or investigations in connection with any inventions, processes or improvements which may appear to be of value in connection with any of the objects of the Company.
- (N) To enter into partnership or into any arrangement for sharing profits, union of interests, joint adventure, reciprocal concessions or co-operation with any person or company carrying on or engaged in, or about to carry out or engage in any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to lend money to, guarantee the contracts of, or otherwise assist any such person or company, and to take or otherwise acquire and hold shares, stock, debentures, debenture stock in or securities of such company, or any other company having objects altogether 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, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with such shares or securities.
- (O) To sell or dispose of the undertaking of the Company or any part thereof, or any agency connected therewith, for such consideration as the Company may think fit, and in particular for shares, stock, debentures, debenture stock or securities of any other company having objects altogether or in part similar to those of this Company, and to promote any other company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.

- (p) To remunerate any person or company for services rendered, or to be rendered, in placing or assisting to place any shares or stock in the Company's capital, or any debentures, debenture stock, or any other securities of the Company, or in or about the formation of the Company or the conduct of its business, and to pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company, and any company formed or promoted by the Company.
- (q) To raise and borrow money for the purpose of the Company's business and to secure the payment of money in such manner and on such terms as may seem expedient, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, issued at a discount, at par, or at a premium (to be secured by a trust deed or otherwise as may be deemed expedient at the time) charged upon all or any of the Company's property and assets (both present and future), including its uncalled capital, and to purchase, redeem or pay off any such securities.
- (r) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company.
- (s) To lend or advance money to such persons and on such terms as may seem expedient, with or without security, and in particular to customers of and persons having dealings with the Company, and to give any guarantee or indemnity that may seem expedient, and to discount bills, and to receive money on deposit or interest or otherwise, or valuables, and to transact any of the businesses of a banker which may seem to the Company expedient.
- (t) To effect assurance against liability, to pay compensation for injuries happening to or sustained by any of the employees of the Company, and to pay the premiums and other moneys required to keep up such assurances out of the moneys of the Company.
- (u) To apply the money of the Company in any way in or towards the establishment, extension or support of associations, institutions, funds, trusts or conveniences calculated to protect or benefit the interests of this Company, either

alone or jointly with others, or in insurance against loss to the Company by strikes, workmen's combination, accident, default or dishonesty of employees, or any other cause, or for the benefit of any servants or employees or ex-employees of the Company or its predecessors in business, or the dependents or connections of such persons, and to grant pensions and allowances, and make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or useful object. —

(v) To make, accept, endorse and execute promissory notes, bills of exchange and other negotiable instruments. —

(w) To invest and deal with the moneys of the Company not immediately required in or upon such securities and in such manner as may from time to time be determined. —

(x) To appoint, and, at their discretion, remove, suspend, and re-appoint, such managers, experts, and specialists, agents, general assistants, travellers, collectors, workpeople and servants for permanent, temporary or special services as may from time to time be deemed expedient, and to determine their duties and powers and fix their salaries or emoluments, and to require security in such instances and to such amount as they think fit. —

(y) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine. —

(z) To amalgamate with any other Company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner. —

- (AA) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law. —
- (BB) To establish Branches, Agencies and Depots for the purposes of the Company in the United Kingdom or abroad, and to regulate and discontinue the same. —
- (CC) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise, and to do all such other things as are incidental or conducive to the above objects or any of them. —
4. The liability of the Members is limited. —
5. * The capital of the Company is £500,000 divided into 500,000 Shares of £1 each.

* Note: The original capital was £1,000, divided into 10 Founder's Shares of £1 each and 990 Ordinary Shares of £1 each.

186555/86

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Special Resolution

OF

BELLING & LEE, LIMITED

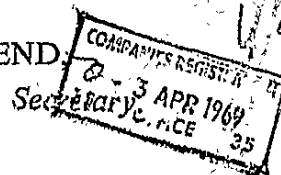
(Passed 28th February, 1969.)

At an EXTRAORDINARY GENERAL MEETING of Belling & Lee, Limited duly convened and held on the 28th day of February, 1969 the following Resolution was duly passed as a SPECIAL RESOLUTION :—

RESOLUTION

THAT the whole of the 100,000 6½ per cent. Cumulative Preference Shares of £1 each be and the same hereby are converted into 100,000 Ordinary Shares of £1 each to rank pari passu in all respects with the existing Ordinary Shares of the Company except that in respect of the year ended 31st December, 1968 they will not rank for any dividend other than a fixed cumulative preferential dividend at the rate of 6½ per cent. per annum in accordance with the rights hitherto attached to the said Shares.

C. RUSSELL TOWNEND



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THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

- of -

BELLING & LEE LIMITED
(Passed 8th July, 1970)

At an EXTRAORDINARY GENERAL MEETING of BELLING & LEE LIMITED on 8th July 1970 the following Special Resolutions were duly passed :-

SPECIAL RESOLUTIONS

1. THAT the authorised share capital of the Company be increased to £520,000 by the creation of 20,000 'A' Ordinary Non-Voting Shares of £1 each.

2. THAT the Articles of Association of the Company be altered by the deletion of Article 3 and the substitution therefor of the following new Article 3 :-

"3(a) The Authorised share capital of the Company is £520,000 divided into 500,000 Ordinary Shares of £1 each and 20,000 'A' Ordinary Non-Voting Shares of £1 each.

(b) The said 'A' Ordinary Non-Voting Shares shall confer on the holders thereof the right with effect from 1st January, 1970 to be paid out of the profits of the Company available for dividend and resolved to be distributed in respect of any financial year or other period of the Company pari passu with the Ordinary Shares of the Company dividend or dividends

(i) at a rate equal to one third of the rate of each dividend declared and paid on the Ordinary Shares of the Company in respect of such financial year or other period until a dividend or dividends together totalling an annual rate of 30 per cent. in respect of such financial year or other period shall have been declared and paid on the Ordinary Shares; and

(ii) at a rate equal to one-tenth of the rate of each dividend declared and paid on the Ordinary Shares in respect of such financial year or other period in excess

of an annual rate of 30 per cent.

(c) The said 'A' Ordinary Non-Voting Shares shall confer on the holders thereof the right in a return of capital in a winding-up or otherwise (pari passu with the holders of the Ordinary Shares) to repayment of the capital paid up on the said 'A' Ordinary Non-Voting Shares held by them respectively but shall not confer any further or other right to participate in the assets of the Company.

(d) The said 'A' Ordinary Non-Voting Shares shall entitle the holders thereof to receive notice of General Meetings of the Company but not to attend or vote at any such General Meeting.

(e) The said 'A' Ordinary Non-Voting Shares shall not be regarded as Ordinary Shares for the purposes of Article 4".

3. THE 10 unissued Ordinary Shares of £1 each and the 20,000 'A' Ordinary Non-Voting Shares of £1 each in the capital of the Company shall be at the disposal of the Board of Directors of the Company who may offer and allot the same to such persons and on such terms as the Board of Directors may think fit.

FOR AND ON BEHALF OF
BELLING & KEENE LTD.

DIRECTOR & SECRETARY.

THE COMPANIES ACTS, 1948 TO 1967

Notice of increase in nominal capital

Pursuant to Section 63 of the Companies Act 1948

To the Registrar of Companies

Name of Company **Belling & Lee,** Limited*

hereby gives you notice that by ~~ordinary~~/extraordinary/special** resolution of the company dated the **8th July, 1970**, the nominal capital of the company has been increased by the addition thereto of a sum of £20,000..... beyond the registered capital of £500,000.....

The additional capital is divided as follows:-

Number of shares	Class of share	Nominal amount of each share
20,000	'A' Ordinary Non-Voting	£1

The conditions (e.g. voting rights, dividend rights, winding up rights, etc.) subject to which the new shares have been or are to be issued are as follows:- **Set out in Special Resolution No 2.**
(If any of the shares are preference shares state whether they are redeemable or not) dated **8th July 1970**

Signed
State whether Director or Secretary
Date **8th July, 1970**

NOTES

The Notice and a copy of the resolution authorising the increase must be forwarded to the Registrar of Companies within 15 days after the passing of the resolution.

Registration fees payable on an increase of share capital

No additional registration fees are payable if the new total of nominal capital does not exceed £2000. Any increase in the nominal capital which brings the total above this figure of £2000 attracts an additional fee as follows:-

£1 for every £1,000 or part £1,000 from £ 2,001 - £ 5,000
5/- " " £1,000 " " £1,000 from £ 5,001 - £100,000
1/- " " £1,000 " " £1,000 from £100,001 - £525,000

No fee is payable for increases beyond £525,000

* Delete "Limited" if not applicable

** Delete as necessary

Presented by: **Slaughter and May,
35 Basinghall Street,
London, E.C.2.**

Presentor's reference: **AWM/PDM**

Form N6. 10

No. of Company 186538 / 193

Statement of increase in nominal capital

Made pursuant to Section 112 of the Stamp Act 1891



Name of Company Belling & Lee, Limited*

The nominal capital of the above company has by a resolution of the company dated 8th July, 1970
been increased by the addition thereto of the sum of £ 20,000 divided into 20,000 'A' shares
of £ 1 each beyond the registered capital of £ 500,000

Signature *[Signature]*

Description *Director & Secretary*

Date 8th July, 1970

NOTES

The stamp duty on an increase of nominal capital is 10s. (50p) for every £100 or fraction of £100 (Section 41, Finance Act 1933).

This statement is to be filed within 15 days after the passing of the resolution by which the registered capital is increased, and if not so filed interest on the duty at the rate of 5% per annum from the passing of the resolution is also payable (Section 5, Revenue Act, 1903).

Attention is drawn to Section 63 of the Companies Act 1948 relative to the filing of a Notice of increase (on form no. 10) and a printed copy of the resolution authorising the increase.

*Delete "Limited" if not applicable

Presented by: Slaughter and May,
35 Basinghall Street,
London, E.C.2.

Presenter's reference: AWM/PDM



Stamps
LCS 302

186538

/103.

BELLING & LEE LIMITED

Minutes of an Extraordinary General Meeting of the Company held at
St. Andrew's Road, Cambridge on 1st December, 1976

Present: Mr. C. Leach (representing Pye of Cambridge Ltd.)
Mr. F. A. Royle (representing Pye Group Nominees Ltd.)

NOTICE

It was reported that the requisite consents to the Meeting being held at short notice had been received and that a quorum was present.

ADOPTION OF
NEW ARTICLES
OF
ASSOCIATION

It was resolved that the regulations contained in the printed document submitted to this meeting and, for the purpose of identification initialled by the Chairman hereof, be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing regulations thereof.

f. Leach
Chairman

C. LEACH

C. LEACH, CHAIRMAN

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

BELLING & LEE LIMITED

PRELIMINARY

1. Regulations 28, ~~29 to 32 inclusive~~, 70, 71, 77, 89 to 92 inclusive, 94, 106, 107, 111 and 126 of Part 1 of Table A of the First Schedule to the Companies Act 1948 as amended by the Companies Act 1967 (hereinafter referred to as "Table A, Part 1") shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, Part 1, subject to the modifications hereinafter expressed shall constitute the regulations of the Company.

PRIVATE COMPANY

2. The Company is a Private Company and accordingly the restrictions contained in regulation 2 of Part II of Table A shall apply. ✓

still
private.

TRANSFER OF SHARES

3. An instrument of transfer of fully paid shares need not be signed by or on behalf of the transferee. Regulation 22 of Table A shall be modified accordingly.

4. In regulation 25 of Table A, Part 1 sub-section (a) shall be omitted and sub-sections (b) and (c) shall be re-numbered (a) and (b) respectively.

PROCEEDINGS AT GENERAL MEETINGS

5. Two members present in person or by proxy shall be a quorum at any General Meeting. Regulation 53 of Table A shall be modified accordingly.

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6. In regulation 58 of Table A, Part 1, the following alterations shall be made namely:—

- (a) In sub-section (b) delete the word "three" and substitute therefor the word "one" and after the word "proxy" insert the words "and entitled to vote".
- (b) The words "or not carried by a particular majority" shall be inserted after the words "or lost".

7. In regulation 61 of Table A, Part 1 the words "not being more than thirty days from the date of the meeting" shall be inserted after the words "at such time".

8. A resolution in writing signed by all the members entitled to receive notice of and attend and vote at general meetings shall be as effective as if the same had been passed at a general meeting of the company duly convened and held, and may consist of several documents in the like form, each signed by one or more persons. In the case of a corporation the resolution may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative.

DIRECTORS

9. The number of the Directors shall not be less than two but unless the Company shall by Ordinary Resolution otherwise determine there shall be no upper limit to the number of the Directors of the Company. The Company may from time to time by Ordinary Resolution increase or reduce the number of Directors.

10. It shall not be necessary for a Director to hold any qualification share or shares. A Director who is not a member of the Company shall nevertheless be entitled to attend and speak at general meetings.

11. Whenever Pye of Cambridge Limited (hereinafter called "the Parent Company"), or any subsidiary of the Parent Company, shall be the holder of not less than 90 per cent, of the Ordinary Shares of the Company for the time being issued the following provisions shall apply and in the event of any inconsistency shall have overriding effect as against all other provisions of these Articles:—

- (a) The Parent Company may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed,
- (b) No unissued shares shall be issued or agreed to be issued or put under option without the consent of the Parent Company.

- (c) Any or all powers of the Directors (other than powers to refuse to register transfers of shares) shall be restricted in such respects and to such extent as the Parent Company may by notice to the Company from time to time prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Parent Company by any two of its Directors or by any one of its Directors and its Secretary or some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of the Parent Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.

BORROWING POWERS

12. In regulation 79 of Table A the proviso restricting the borrowing and charging powers exercisable by the Directors shall not apply.

POWERS AND DUTIES OF DIRECTORS

13. A Director may enter into or be interested in any contract or arrangement with the Company, and may vote in respect of any such contract or arrangement and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraph (2) of regulation 84 of Table A, Part 1, which paragraph shall not apply to the Company.

14. The Directors may dispense with the keeping of attendance books for meetings of the Directors or committees of the Directors. Regulation 86 of Table A shall be modified accordingly.

DISQUALIFICATION OF DIRECTORS

15. In regulation 88 of Table A, Part 1, sub-sections (a) and (f) shall be omitted and the following sub-section shall be substituted for sub-section (a) thereof:—

- (a) If he be removed from office in accordance with the provisions of Article 11 of these presents.

16. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

ROTATION OF DIRECTORS

17. The Directors shall not be subject to retirement by rotation and all references in Table A to retirement by rotation shall be disregarded.

PROCEEDINGS OF DIRECTORS

18. A resolution, signed by all the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held and may consist of several documents in the like form, each signed by one or more of the directors. Provided that, where a director has appointed an Alternate Director but is not himself in the United Kingdom, the signature of such Alternate Director (if in the United Kingdom) shall be required.

19. The directors may from time to time appoint one or more of their body to the office of managing or joint managing director or deputy managing director for such period and on such terms as they think fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. His appointment shall be automatically determined if he ceases from any cause to be a director but without prejudice to any claim he may have for damages for breach of any contract of service between him and the company.

20. In regulations 108 and 109 of Table A, Part 1, the words "or joint managing director or deputy managing" shall be inserted after the word "managing".

ALTERNATE DIRECTORS

21.

- (a) Any Director may at any time by writing under his hand and deposited at the Registered Office appoint any person to be his alternate director and may in like manner at any time terminate such appointment.
- (b) The appointment of an alternate Director shall ipso facto determine (i) on the happening of any event which if he were a Director would render him legally disqualified from acting as a Director, or (ii) if he has a receiving order made against him or

compounds with him creditors generally, or (iii) if he becomes of unsound mind, or (iv) a majority of the Directors resolve that his appointment be discontinued. His appointment shall also determine ipso facto if his appointor ceases for any reason to be a Director.

- (c) An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of meetings of the directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to perform all functions of his appointor as a director and in the absence of his appointor from the United Kingdom he shall be entitled to sign any resolution in accordance with the provisions of Article 18. An alternate director shall not (save as aforesaid) have power to act as a director nor shall he be deemed to be a director for the purposes of these presents.
- (d) An alternate director may be repaid by the Company such expenses as might properly be repaid to him if he were a director and he shall be entitled to receive from the Company such proportion (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, but save as aforesaid he shall not in respect of such appointment be entitled to receive any remuneration from the Company.

ACCOUNTS

22. In regulation 127 the words "registered under regulation 31" shall be omitted and the words "who is entitled to receive notices from the company under the provisions of the statutes or of these presents" shall be substituted therefor.

WINDING UP

23. In regulation 135 of Table A, Part 1, the words "with the like sanction" shall be inserted immediately before the words "determine how such division" and the word "members" shall be substituted for the word "contributories".

INDEMNITY

24. Subject to the provisions of and so far as may be permitted by the Act, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto. Regulation 136 of Table A shall be extended accordingly.

D. R. L.

AN.
186538

116

R. W. WHEWELL
R. B. ALLAN
C. BRIDHAM
R. D. AGUTTER
C. T. E. HAYWARD
J. M. ROSS
B. J. CLOW
S. H. INOALL
A. J. MEEHAN
D. C. PIKE
R. L. SCALDING
C. M. THOMPSON
P. W. TRIGGS

1 Puddle Dock, Blackfriars, London, EC4V 3PD

Your Ref

RECEIVED
21 SEP 1979
CHIEF INTERNAL AFFAIRS

20th September 1979

The Company Secretary,
Belling and Lee Limited,
Great Cambridge Road,
Enfield,
Middlesex.

Dear Sir,

Please accept this letter as formal notice of our resignation as auditors of Belling and Lee Limited to take effect immediately.

We confirm that in accordance with Section 16 of the Companies Act 1976 there are no circumstances connected with our resignation which we believe should be brought to the notice of members or creditors of the company.

Yours faithfully

Truly,
Yours,

THE COMPANIES ACTS 1908 to 1917
and
THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

MEMORANDUM
and
ARTICLES OF ASSOCIATION
of
BELLING LEE LIMITED

Incorporated: 20th December 1922

Memorandum of Association: Amended by Special Resolutions
passed on 9th June 1966 and
8th July 1970.

Articles of Association: Adopted by Special Resolution
passed on 1st December 1976.

*Certified true copy of the
memorandum and articles
of association, as amended,
of Belling Lee Limited*



[Signature] Secretary

No. 186538

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

BELLING & LEE, LIMITED

Passed on 16th November 1982

At an EXTRAORDINARY GENERAL MEETING of BELLING & LEE, LIMITED duly convened and held at Botanic House, 100 Hills Road, Cambridge CB2 1LQ on Tuesday 16th November 1982 the following SPECIAL RESOLUTION was duly passed:-

SPECIAL RESOLUTION

That the name of the Company be changed to BELLING LEE LIMITED, such change of name to become effective on and from 4th January 1983.

D H J LESTER
Secretary

No. 186538



Certificate of Incorporation

I Hereby Certify, That

BELLING & LEE, LIMITED

is this day Incorporated under the Companies Acts, 1908-1917, and
that the Company is LIMITED.

GIVEN under my hand at London this Twentieth day of December
One Thousand Nine Hundred and Twenty-two.

Fees and Deed Stamps: £3 10s. 0d.

Stamp Duty on Capital: £10 0s. 0d.

H. BIRTLES (Sgd.)

Registrar of Joint Stock Companies.

THE COMPANIES ACTS.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

BELLING LEE LIMITED

(As amended by Special Resolution passed 9th June, 1966.)

1. The Name of the Company is **BELLING LEE LIMITED** *
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are:—
 - (A) To undertake, carry out and effectuate any business transactions or operations commonly, or which can conveniently be, undertaken or carried out by factors, manufacturers', commission and general selling agents, whether as sole factors, agents or representatives for certain specified countries, counties, areas or districts, or otherwise; also to acquire, take over, work, turn to account or in any way operate, deal in or trade with the whole or any part of the right, title and interest of any person or persons, firms or companies under or in relation to any patent, invention, contract, licence, concession or other arrangements, whatsoever generally, but more particularly in regard to "Wireless" telegraphy or telephony, and the like, and for such periods and on such terms and conditions in all respects as may be agreed with full power at any time, and from time to time, to agree to any modifications howsoever in connection with any contracts, licences or other documents or arrangements whatsoever.
 - (B) To test, exploit, exercise, develop, manufacture, improve, repair, exhibit, use, work, export, import, buy, sell, exchange, let out on hire, grant licences in respect of, turn

* The Company was incorporated on 20th December 1922 with the name **BELLING & LEE, LIMITED**; the name was changed to **BELLING LEE LIMITED** by special resolution passed on 16th November 1982.

to account and generally carry on business in connection with transmitters, receiver, batteries, aerials, accumulators, induction coils, coherers, amplifiers, insulators, terminals, resistances, detectors, thermionic and other valves, valve panels, filaments, condensers, tuners and couplings, also any other apparatus, appliances, components, materials, chemicals, ingredients, fluids, goods, general equipment and sundries necessary, convenient or desirable for or in relation to "Wireless" and any allied science.

- (c) To undertake, perform and carry out (as far as the Company lawfully may) all or any experiments, works, functions, operations and services whatsoever in connection with the modern scientific method of signalling, news transmission and general communication popularly designated "Wireless", in regard to telegraphy, telephony or/and any other branch or branches thereof, whether on lines or systems at present known or practised, or as may from time to time hereafter be discovered, invented or brought into use, and whether on the Company's own account or on behalf of its customers or any other persons whomsoever.
- (d) To carry on business as engineers, advisers, experts, consultants, contractors, and the like, in connection with wireless telephony and telegraphy, and to undertake and carry out partial or entire installations, and any work or operations in regard to the planning, erection, equipment and maintenance of public and private wireless telephones and stations; also to render such services and afford such "broadcasting" and other facilities as the Company from time to time may lawfully do.
- (E) To likewise trade and carry on business in connection with general telegraphic, telephonic, pneumatic, phonographic, photographic, cinematographic, meteorological, optical, surgical, dental, nautical, chemical, electrical, and all or any other scientific instruments, apparatus, machines and appliances; also any components, fittings, accessories, wares and materials whatsoever appertaining to, necessary or desirable for the same.
- (F) To also carry on the businesses or trades of aviation, motor, electrical, marine and general engineers; iron, brass, aluminium and general metal workers and stampers; braziers, smiths, machinists, welders, annealers, enamellers, japanners, galvanisers and electro and general platers and

painters; works and general contractors; manufacturing and general cabinet makers, carpenters, joiners and wood turners; india rubber manufacturers, merchants, dealers and workers; oil merchants and dealers; hardware factors, engineers' and ironmongers' store keepers, and the like.

- (g) To also carry on business in like manner in relation to hydroplanes, aeroplanes, and all or any apparatus, devices, appliances, materials, components, implements, tools and accessories connected with hydraulics, aerostatics and any allied sciences.
- (h) To generally act as merchants and shippers, traders, commission agents, or in any other capacity in the United Kingdom or abroad, and to import, export, buy, sell, barter, exchange, pledge, make advances upon or otherwise deal in all kinds of English and foreign goods, wares, articles and merchandise according to the custom of merchants and otherwise, and to purchase, charter, hire or otherwise make any arrangements for steam and other ships and vessels.
- (i) 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 more profitable, any of the Company's property or rights.
- (j) To purchase or otherwise acquire, take over and undertake all or any part of the business, goodwill, property, assets, options, rights, privileges, liabilities and transactions of any person, firm, or company carrying on any such businesses or trades as specified or comprised in this Memorandum of Association, or any operations which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- (k) To purchase, take on lease, under lease, hire or otherwise acquire, build, construct, equip, maintain, control, improve, remove and replace, turn to account, or dispose of, any laboratories, works, factories, foundries, shops, stores, warehouses, dwelling and other houses, garages, fittings, fixtures, machinery and/or other appliances.
- (l) To acquire land, on any tenure or conditions, and any other property whatsoever, whether real or personal, or any

estate or interest therein, which the Company may consider necessary or convenient for the purposes of its business or desirable in the interests of the Company.

- (M) To acquire by original application or by purchase or otherwise any patent rights, trade marks, concessions, licences, brevets d'invention or monopolies, or any interest therein or privileges thereunder, or any secret or other information as to any invention or processes, and to keep up and use and develop, grant licences in respect of, and otherwise turn same to account, and to undertake, subscribe to or otherwise aid, and to expend money upon undertakings for the purpose of making experiments or investigations in connection with any inventions, processes or improvements which may appear to be of value in connection with any of the objects of the Company.
- (N) To enter into partnership or into any arrangement for sharing profits, union of interests, joint adventure, reciprocal concessions or co-operation with any person or company carrying on or engaged in, or about to carry out or engage in any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to lend money to, guarantee the contracts of, or otherwise assist any such person or company, and to take or otherwise acquire and hold shares, stock, debentures, debenture stock in or securities of such company, or any other company having objects altogether 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, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with such shares or securities.
- (O) To sell or dispose of the undertaking of the Company or any part thereof, or any agency connected therewith, for such consideration as the Company may think fit, and in particular for shares, stock, debentures, debenture stock or securities of any other company having objects altogether or in part similar to those of this Company, and to promote any other company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.

- (p) To remunerate any person or company for services rendered, or to be rendered, in placing or assisting to place any shares or stock in the Company's capital, or any debentures, debenture stock, or any other securities of the Company, or in or about the formation of the Company or the conduct of its business, and to pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company, and any company formed or promoted by the Company.
- (q) To raise and borrow money for the purpose of the Company's business and to secure the payment of money in such manner and on such terms as may seem expedient, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, issued at a discount, at par, or at a premium (to be secured by a trust deed or otherwise as may be deemed expedient at the time) charged upon all or any of the Company's property and assets (both present and future), including its uncalled capital, and to purchase, redeem or pay off any such securities.
- (r) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company.
- (s) To lend or advance money to such persons and on such terms as may seem expedient, with or without security, and in particular to customers of and persons having dealings with the Company, and to give any guarantee or indemnity that may seem expedient, and to discount bills, and to receive money on deposit or interest or otherwise, or valuables, and to transact any of the businesses of a banker which may seem to the Company expedient.
- (t) To effect assurance against liability, to pay compensation for injuries happening to or sustained by any of the employees of the Company, and to pay the premiums and other moneys required to keep up such assurances out of the moneys of the Company.
- (u) To apply the money of the Company in any way in or towards the establishment, extension or support of associations, institutions, funds, trusts or conveniences calculated to protect or benefit the interests of this Company, either

alone or jointly with others, or in insurance against loss to the Company by strikes, workmen's combination, accident, default or dishonesty of employees, or any other cause, or for the benefit of any servants or employees or ex-employees of the Company or its predecessors in business, or the dependents or connections of such persons, and to grant pensions and allowances, and make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or useful object.

- (v) To make, accept, endorse and execute promissory notes, bills of exchange and other negotiable instruments.
- (w) To invest and deal with the moneys of the Company not immediately required in or upon such securities and in such manner as may from time to time be determined.
- (x) To appoint, and, at their discretion, remove, suspend, and re-appoint, such managers, experts, and specialists, agents, general assistants, travellers, collectors, workpeople and servants for permanent, temporary or special services as may from time to time be deemed expedient, and to determine their duties and powers and fix their salaries or emoluments, and to require security in such instances and to such amount as they think fit.
- (y) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (z) To amalgamate with any other Company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

- (AA) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
 - (BB) To establish Branches, Agencies and Depots for the purposes of the Company in the United Kingdom or abroad, and to regulate and discontinue the same.
 - (CC) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise, and to do all such other things as are incidental or conducive to the above objects or any of them.
4. The liability of the Members is limited. ✓
5. The capital of the Company is £500,000 divided into 500,000 Shares of £1 each.

SPECIAL RESOLUTION

Passed on 8th July 1970

That the authorised share capital of the Company be increased to £520,000 by the creation of 20,000 'A' Ordinary Non-Voting Shares of £1 each.

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

BELLING LEE LIMITED

(Adopted by special resolution passed the 1st day of December 1976.)

PRELIMINARY

1. Regulations 28, ~~29 to 32 inclusive~~, 70, 71, 77, 89 to 92 inclusive, 94, 106, 107, 111 and 126 of Part 1 of Table A of the First Schedule to the Companies Act 1948 as amended by the Companies Act 1967 (hereinafter referred to as "Table A, Part 1") shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, Part 1, subject to the modifications hereinafter expressed shall constitute the regulations of the Company.

PRIVATE COMPANY

2. The Company is a Private Company and accordingly the restrictions contained in regulation 2 of Part II of Table A shall apply.

TRANSFER OF SHARES

3. An instrument of transfer of fully paid shares need not be signed by or on behalf of the transferee. Regulation 22 of Table A shall be modified accordingly.

4. In regulation 25 of Table A, Part 1 sub-section (a) shall be omitted and sub-sections (b) and (c) shall be re-numbered (a) and (b) respectively.

PROCEEDINGS AT GENERAL MEETINGS

5. Two members present in person or by proxy shall be a quorum at any General Meeting. Regulation 53 of Table A shall be modified accordingly.

6. In regulation 58 of Table A, Part 1, the following alterations shall be made namely:—

- (a) In sub-section (b) delete the word "three" and substitute therefor the word "one" and after the word "proxy" insert the words "and entitled to vote".
- (b) The words "or not carried by a particular majority" shall be inserted after the words "or lost".

7. In regulation 61 of Table A, Part 1 the words "not being more than thirty days from the date of the meeting" shall be inserted after the words "at such time".

8. A resolution in writing signed by all the members entitled to receive notice of and attend and vote at general meetings shall be as effective as if the same had been passed at a general meeting of the company duly convened and held, and may consist of several documents in the like form, each signed by one or more persons. In the case of a corporation the resolution may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative.

DIRECTORS

9. The number of the Directors shall not be less than two but unless the Company shall by Ordinary Resolution otherwise determine there shall be no upper limit to the number of the Directors of the Company. The Company may from time to time by Ordinary Resolution increase or reduce the number of Directors.

10. It shall not be necessary for a Director to hold any qualification share or shares. A Director who is not a member of the Company shall nevertheless be entitled to attend and speak at general meetings.

11. Whenever Pye of Cambridge Limited (hereinafter called "the Parent Company"), or any subsidiary of the Parent Company, shall be the holder of not less than 90 per cent, of the Ordinary Shares of the Company for the time being issued the following provisions shall apply and in the event of any inconsistency shall have overriding effect as against all other provisions of these Articles:—

- (a) The Parent Company may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed.
- (b) No unissued shares shall be issued or agreed to be issued or put under option without the consent of the Parent Company.

- (c) Any or all powers of the Directors (other than powers to refuse to register transfers of shares) shall be restricted in such respects and to such extent as the Parent Company may by notice to the Company from time to time prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Parent Company by any two of its Directors or by any one of its Directors and its Secretary or some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of the Parent Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.

BORROWING POWERS

12. In regulation 79 of Table A the proviso restricting the borrowing and charging powers exercisable by the Directors shall not apply.

POWERS AND DUTIES OF DIRECTORS

13. A Director may enter into or be interested in any contract or arrangement with the Company, and may vote in respect of any such contract or arrangement and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraph (2) of regulation 84 of Table A, Part 1, which paragraph shall not apply to the Company.

14. The Directors may dispense with the keeping of attendance books for meetings of the Directors or committees of the Directors. Regulation 86 of Table A shall be modified accordingly.

DISQUALIFICATION OF DIRECTORS

15. In regulation 88 of Table A, Part 1, sub-sections (a) and (f) shall be omitted and the following sub-section shall be substituted for sub-section (a) thereof:—

- (a) If he be removed from office in accordance with the provisions of Article 11 of these presents.

16. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

ROTATION OF DIRECTORS

17. The Directors shall not be subject to retirement by rotation and all references in Table A to retirement by rotation shall be disregarded.

PROCEEDINGS OF DIRECTORS

18. A resolution, signed by all the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held and may consist of several documents in the like form, each signed by one or more of the directors. Provided that, where a director has appointed an Alternate Director but is not himself in the United Kingdom, the signature of such Alternate Director (if in the United Kingdom) shall be required.

19. The directors may from time to time appoint one or more of their body to the office of managing or joint managing director or deputy managing director for such period and on such terms as they think fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. His appointment shall be automatically determined if he cease from any cause to be a director but without prejudice to any claim he may have for damages for breach of any contract of service between him and the company.

20. In regulations 108 and 109 of Table A, Part 1, the words "or joint managing director or deputy managing" shall be inserted after the word "managing".

ALTERNATE DIRECTORS

21.

- (a) Any Director may at any time by writing under his hand and deposited at the Registered Office appoint any person to be his alternate director and may in like manner at any time terminate such appointment.
- (b) The appointment of an alternate Director shall ipso facto determine (i) on the happening of any event which if he were a Director would render him legally disqualified from acting as a Director, or (ii) if he has a receiving order made against him or

compounds with him creditors generally, or (iii) if he becomes of unsound mind, or (iv) a majority of the Directors resolve that his appointment be discontinued. His appointment shall also determine ipso facto if his appointor ceases for any reason to be a Director.

- (c) An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of meetings of the directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to perform all functions of his appointor as a director and in the absence of his appointor from the United Kingdom he shall be entitled to sign any resolution in accordance with the provisions of Article 18. An alternate director shall not (save as aforesaid) have power to act as a director nor shall he be deemed to be a director for the purposes of these presents.
- (d) An alternate director may be repaid by the Company such expenses as might properly be repaid to him if he were a director and he shall be entitled to receive from the Company such proportion (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, but save as aforesaid he shall not in respect of such appointment be entitled to receive any remuneration from the Company.

ACCOUNTS

22. In regulation 127 the words "registered under regulation 31" shall be omitted and the words "who is entitled to receive notices from the company under the provisions of the statutes or of these presents" shall be substituted therefor.

WINDING UP

23. In regulation 135 of Table A, Part 1, the words "with the like sanction" shall be inserted immediately before the words "determine how such division" and the word "members" shall be substituted for the word "contributories".

INDEMNITY

24. Subject to the provisions of and so far as may be permitted by the Act, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto. Regulation 136 of Table A shall be extended accordingly.



THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

BELLING & LEE, LIMITED

Passed on 16th November 1982

At an EXTRAORDINARY GENERAL MEETING of BELLING & LEE, LIMITED duly convened and held at Botanic House, 100 Hills Road, Cambridge CB2 1LQ on Tuesday 16th November 1982 the following SPECIAL RESOLUTION was duly passed:-

SPECIAL RESOLUTION

That the name of the Company be changed to BELLING LEE LIMITED, such change of name to become effective on and from 4th January 1983.

D H J LESTER
Secretary



Done/110
014290

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 186538 / 133

I hereby certify that

BELLING & LEE, LIMITED

having by special resolution changed its name, is now
incorporated under the name of

BELLING LEE LIMITED

Given under my hand at Cardiff the

23RD DECEMBER 1982

A handwritten signature in dark ink, appearing to read 'R. Wilson'.

Assistant Registrar of Companies

THE COMPANIES ACTS 1948 TO 1985

COMPANY LIMITED BY SHARES

BELLING LEE LIMITED

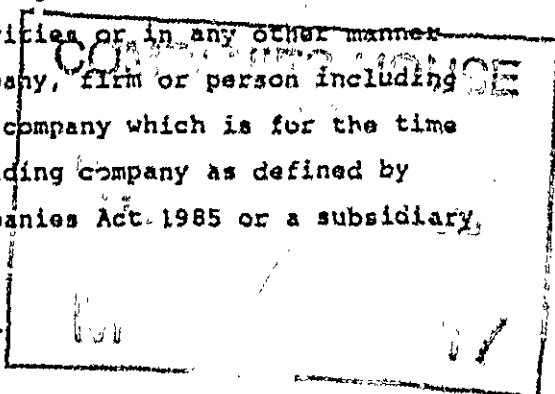
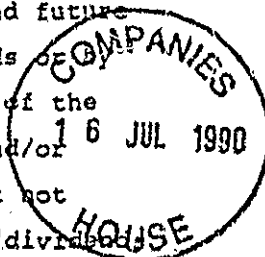
AT an Extraordinary General Meeting of the above named company held at 20 Southampton Street, London WC2 on 12th July 1990, the following resolutions were passed as Special Resolutions:-

SPECIAL RESOLUTIONS

- (a) THAT: the Memorandum of Association of the Company be altered with respect to its objects by the addition

- (i) as Clause 3(DD) of the following words:-

"Either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee or otherwise provide security by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital or by both such methods or any other means whatsoever the performance of the obligations on the payment of any monies and/or discharge of any liabilities (including but not limited to capital or principal, premiums, dividends or interest, commissions, charges, discounts and any costs or expenses relating thereto whether on any stocks, shares or securities or in any other manner whatsoever) by any company, firm or person including but not limited to any company which is for the time being the Company's holding company as defined by section 736 of the Companies Act 1985 or a subsidiary,



of the Company or the Company's holding company as so defined or any company, firm or person who is for the time being a member or otherwise has any interest in the Company or is associated with the Company in any business or venture or any other person, firm or company whatsoever. A guarantee shall also include any other obligation (whatever called) to pay, purchase, provide funds (whether by advance of money, the purchase of or the subscription of shares or other securities, the purchase of assets or services, or otherwise) for the payment of or to indemnify against the consequences of default in the payment of or otherwise be responsible for any indebtedness of any other company, firm or person."

(ii) as Clause 3(EE) of the following words:-

"To give financial assistance (subject to and where permitted by the Companies Act 1985) directly or indirectly to any person for the purpose of acquiring the issued share capital of the Company (or any holding Company or subsidiary of the Company) or any part thereof or for the purpose of reducing or discharging any liability incurred by any person for the purpose of acquiring the issued share capital of the Company (or any holding Company or subsidiary of the Company) or any part thereof.

And it is hereby declared that any reference to any Act of Parliament shall be deemed to include any statutory amendment or modification thereof".

(iii) as Clause 3(FF) of the following words:-

"To further and promote all or any of the objects and interests of any associated Company being any body Corporate which is or is about to become or shall have been a holding company or subsidiary of the Company or a subsidiary of any such holding company or any company with which the Company or any such associated Company is or is

about to be or shall have been associated as part of its business and other activities".

(iv) and as Clause 3(GG) of the following words:-

"And it is hereby declared that each of the sub-clauses of this clause shall, unless it expressly provides to the contrary, be deemed to set out a separate, distinct and independent object of the Company and not a power ancillary or incidental to the objects set out in any other sub-clause, and further that each such sub-clause shall be in no way limited or restricted by reference to or inference from the terms of any other sub-clause."

(b) THAT: the Articles of Association in the form of the draft produced to the Meeting and initialled by the Chairman be and are hereby adopted as the new Articles of Association of the Company in replacement of and in substitution for the existing Articles of Association of the Company.



.....

Company Secretary

MIWB0450.23/amg

03.07.90

THE COMPANIES ACTS 1929-81

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

(adopted by Special Resolution dated 12th July 1990)

- of -

BELLING LEE LIMITED

The Company was incorporated on 20th December 1922 with the name BELLING & LEE LIMITED; the name was changed to BELLING LEE LIMITED by Special Resolution passed on 16th November 1982.

PRELIMINARY.

1. (A) In these Articles "Table A" means Table A in the Schedule to the Companies (Table A to F) Regulations 1985 and "the Act" means the Companies Act, 1985 including any statutory modification or re-enactment thereof for the time being in force.

(B) The Regulations contained in Table A shall apply to the Company save in so far as they are excluded or modified hereby. The Regulations of Table A numbered 2, 3, 24, 41, 64, 65, 66, 67, 68, 69, 73, 74, 75, 76, 77, 78, 80, 81, 94, 95, 96, 97, 98, 110 and 118 shall not apply, but, subject as aforesaid, and in addition to the remaining Regulations of Table A the following shall be the Articles of Association of the Company.

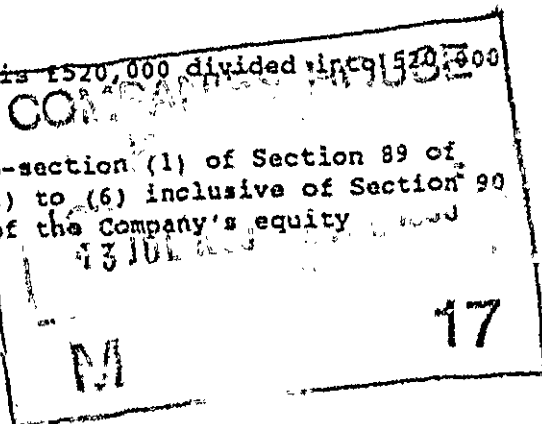
PRIVATE COMPANY.

2. The Company is a private company and accordingly any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

SHARES.

3. The share capital of the Company is 1520,000 divided into 1520,000 Ordinary Shares of £1 each

4. The pre-emption provisions of sub-section (1) of Section 89 of the Act and the provisions of sub-sections (1) to (6) inclusive of Section 90 of the Act shall not apply to any allotment of the Company's equity securities.



5. The lien conferred by Regulation 8 of Table A shall attach to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of two or more joint holders and shall extend to all moneys presently payable by him or his estate to the Company.

6. Subject to the provisions of the Act, any shares in the capital of the Company may be issued on the terms that they are, or at the option of the Company are to be liable, to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine.

NOTICES.

7. Every notice calling a General Meeting shall comply with the provisions of Section 372(3) of the Act, as to giving information to Members in regard to their right to appoint proxies, and all notices and other communications relating to a General Meeting which any Member is entitled to receive shall also be sent to the Auditor for the time being of the Company.

TRANSFERS.

8. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share, whether or not it is a fully paid share.

PROCEEDINGS AT GENERAL MEETINGS.

9. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved.

10. It shall not be necessary to give any notice of an adjourned meeting and Regulation 45 of Table A shall be construed accordingly.

11. A poll may be demanded by the Chairman or by any Member present in person or by proxy and entitled to vote and Regulation 46 of Table shall be modified accordingly.

12. Subject to any rights or restrictions attached to any shares, on a show of hands every Member who is present in person or by a duly authorised representative, not being himself a Member entitled to vote, shall have one vote and on a poll every Member shall have one vote for every share of which he is the holder.

13. Any corporation which is a Member of the Company may by resolution of its directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company.

VOTES OF MEMBERS.

14. Evidence of the fact that a proxy is duly appointed may be accepted by the Directors less than 48 hours before the time appointed for the meeting but this power shall not prevent the Directors from requiring that 48 hours notice be given in any given case; and Regulation 62 of Table A shall be construed accordingly.

DIRECTORS.

15. A Director need not hold any shares of the Company to qualify him as a Director but he shall be entitled to receive notice of and attend at all General Meetings of the Company and at all separate General Meetings of the holders of any class of shares in the capital of the Company and Regulation 38 of Table A shall be modified accordingly.

16. If any Director shall be called upon to perform extra services or to make special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by a resolution passed at a Board Meeting of the Directors of the Company, and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled as a Director.

17. 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 and subject to Section 80 of the Act, to issue debentures, debenture stock and other securities as security for any debt, liability or obligation of the Company or of any third party.

18. Without prejudice to the obligation of any Director to disclose his interest in accordance with Section 317 of the Act a Director may vote as a Director in regard to any contract, transaction or arrangement in which he is interested, or upon any matter arising thereout, and if he does so vote his vote shall be counted and he shall be reckoned in calculating a quorum when any such contract transaction or arrangement is under consideration.

19. The office of Director shall be vacated if the Director

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

(b) becomes disqualified from being a Director by reason of any order made under the Company Directors Disqualification Act 1986 or is otherwise so prohibited or disqualified under any statutory provision for the time being in force; or

(c) in the opinion of all his co-Directors becomes incapable by reason of mental disorder of discharging his duties as Director; or

(d) subject as hereinafter provided resigns his office by notice in writing to the Company.

20. The Company may by Ordinary Resolution of which special notice has been given in accordance with Section 379 of the Act remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director.

Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

21. Without prejudice to the powers of the Directors under Regulation 79 of Table A 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.

22. A Director appointed to fill a casual vacancy or as an addition to the Board shall not retire from office at the Annual General Meeting next following his appointment and the last two sentences of Regulation 79 of Table A shall be deleted.

23. The holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at General Meetings of the Company may at any time or from time to time by memorandum in writing signed by or on behalf of him or them and left at or sent to the Registered Office of the Company remove any Director from office or appoint any person to be a Director. Such removal or appointment shall take effect forthwith upon delivery of the memorandum to the Registered Office of the Company or on such later date (if any) as may be specified therein.

24. (A) Any Director may by writing under his hand appoint (1) any other Director, or (2) any other person who is approved by the Board of Directors as hereinafter provided to be his alternate; and every such alternate shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) be entitled to receive notices of all meetings of the Directors and, in the absence from the Board of the Director appointing him, to attend and vote at meetings of the Directors, and to exercise all the powers, rights, duties and authorities of the Director appointing him: Provided always that no such appointment of a person other than a Director shall be operative unless and until the approval of the Directors by a majority consisting of not less than two-thirds of all the Directors shall have been given and entered in the Directors' Minute Book. A Director may at any time revoke the appointment of an alternate appointed by him, and, subject to such approval as aforesaid, appoint another person in his place, and if a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine. A Director acting as alternate shall have an additional vote at meetings of Directors for each Director for whom he acts as alternate but he shall count as only one for the purpose of determining whether a quorum be present.

(B) Every person acting as an alternate Director shall be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. The remuneration of any such alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate and the Director appointing him.

25. No person shall be or become incapable of being appointed a Director by reason only of his having attained the age of seventy or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person, and no

Director shall vacate his office at any time by reason only of the fact that he has attained the age of seventy or any other age.

26. The Directors may from time to time appoint one or more of their body to hold any executive office in the management of the business of the Company including the office of Chairman or Deputy Chairman or Managing or Joint Managing or Deputy or Assistant Managing Director as the Directors may decide such appointment being (subject to Section 319 of the Act, if applicable) for such fixed term or without limitation as to period and on such terms as they think fit and a Director appointed to any executive office shall (without prejudice to any claim for damages for breach of any service contract between him and the Company) if he ceases to hold the office of Director from any cause ipso facto and immediately cease to hold such executive office.

27. A Director holding such executive office as aforesaid for a fixed period shall not be entitled to resign as a Director of the Company and Article 20(d) hereof shall be interpreted accordingly.

28. The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. 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. Whensoever the minimum number of Directors shall be one, a 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 Regulations 89 and 90 of Table A shall be modified accordingly.

THE SEAL.

29. The Directors or a committee of Directors authorised by the Directors may by telephone or telex communication or by facsimile reproduction authorise the Secretary or any Director to use the Seal and the transmission of such authority shall constitute a determination in such case that the Secretary or the named Director alone may sign any instrument to which the Seal is to be affixed pursuant to that authority, and Regulation 101 of Table A shall be modified accordingly.

RESERVES.

30. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Directors may from time to time think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.

CAPITALISATION OF PROFITS.

31. The Directors may with the authority of an Ordinary Resolution:-

(a) subject as hereinafter provided, resolve to capitalise any undivided profits of the Company (whether or not the same are available for

distribution and including profits standing to any reserve), or any sum standing to the credit of the Company's share premium account or capital redemption reserve fund;

(b) appropriate the profits or sum resolved to be capitalised to the Members in proportion to the nominal amount of the ordinary share capital (whether or not fully paid) held by them respectively, and apply such profits or sum on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such Members respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to such profits or sum, and allot and distribute such shares or debentures credited as fully paid up, to and amongst such Members, or as they may direct, in the proportion aforesaid, or partly in one way and partly in the other: provided that the share premium account and the capital redemption reserve fund and any such profits which are not available for distribution may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to Members credited as fully paid;

(c) resolve that any shares allotted under this Article to any Member in respect of a holding by him of any partly paid shares shall, so long as such shares remain partly paid rank for dividends only to the extent that such partly paid Ordinary Shares rank for dividend;

(d) make such provisions by the issue of fractional certificates or by payment in cash or otherwise as the Directors think fit for the case of shares or debentures becoming distributable under this Article in fractions;

(e) authorise any person to enter on behalf of all the Members concerned into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any shares or debentures to which they may be entitled upon such capitalisation or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of the profits or sum so resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on shares held by them respectively any agreement made under such authority being thereupon effective and binding on all such Members; and

(f) generally do all acts and things required to give effect to such resolution as aforesaid.

PROVISION FOR EMPLOYEES.

32. The Company shall exercise the power conferred upon it by Section 719 of the Act only with the prior sanction of a Special Resolution. If at any time the capital of the Company is divided into different classes of shares, the exercise of such power as aforesaid shall be deemed to be a variation of the rights attached to each class of shares and shall accordingly require the prior consent in writing of the holders of three-fourths in nominal value of the issued shares of each class or the prior sanction of an extraordinary resolution passed at a separate meeting of the holders of the shares of each class convened and held in accordance with the provisions of Section 125 of the Act.

INDEMNITIES.

33. Every Director, Managing Director, agent, auditor, secretary and other officer, for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings relating to his conduct as an officer of the Company, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him by the court.

MIWB05\$0.23/lmbb

11th July 1990

Declaration in relation to
assistance for the acquisition
of shares.

155(6)a

Please do not
write in this
margin

Pursuant to section 155(6) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf- Note 5)

For official use

Company number

--	--	--	--

186538

Note
Please read the notes
on page 3 before
completing this form.* insert full name
of company* insert name(s) and
address(es) of all
the directors

Name of company

BELLING LEE LIMITED

We ^{Henry} ~~Harold~~ Leonard Tee of The Old Vicarage, 33 Ermine Street, Thundridge,
Hertfordshire; James Anthony Ryan of Ashtree House, 59 Long Road, Comberton,
Cambridge; Andrew Frederick Ricketts of 26 Church View, Northborough,
Peterborough, Cambs; and Terence Middlemiss of 8 West Lodge Avenue,
London NW3 9SF

I delete as
appropriate~~XXXXXX~~ (all the directors) of the above company do solemnly and sincerely declare that:

The business of the company is:

I delete whichever
is inappropriate

~~XXXXXX~~
~~XXXXXX~~
~~XXXXXX~~
(c) something other than the above

The company is proposing to give financial assistance in connection with the acquisition of shares in
the company ~~XXXXXX~~

The assistance is for the purpose of ~~that acquisition~~ ~~XXXXXX~~

The number and class of the shares acquired or to be acquired is: 500,000 Ordinary Shares
and 20,000 "A" Ordinary Shares

Presentor's name address and
reference (if any):
Clifford Chance
Royex House
Aldermanbury Square
London EC2V 7LD
Ref: IZS/MRL/KLAT/S1349/0290

For official Use
General Section

COMPANIES HOUSE

Post room

13 JUL 1990

M

17

The assistance is to be given to: (note 2) The Roxboro Group Limited whose registered office
is at Adelaide House, London Bridge, London EC4R 9HA

Please do not
write in
this margin

Please complete
legibly, preferably
in black type, or
bold block lettering

The assistance will take the form of:

See Schedule 1 attached

The person who ~~has acquired~~ (will acquire) the shares is:
The Roxboro Group Limited

1 delete as
appropriate

The principal terms on which the assistance will be given are:

See Schedule 2 attached

Amount of cash to be transferred to the person assisted is £ Nil

Amount of any asset to be transferred to the person assisted is £ Nil

On which the assistance is to be given is 12th day of July 1990

Please complete
legibly, preferably
in block type, or
bold block lettering

* delete either (a) or
(b) as appropriate

~~(X)~~ We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts (note 3)

~~(a)~~ We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date ~~(X)~~ (note 3)

~~(b)~~ It is intended to commence the winding up of the company within 12 months of that date, and there

~~XX~~

~~XX~~
~~XX~~ * (note 3)

And ~~X~~ we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

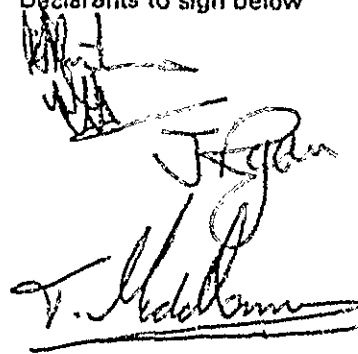
Declared at London

Declarants to sign below

the 11th day of July
one thousand nine hundred and ninety

before me Michael J. H. H.

A Commissioner for Oaths or Notary Public or Justice
of the Peace or a Solicitor having the powers
conferred on a Commissioner for Oaths.



NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given. If a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.
- 5 The address for companies registered in England and Wales or Wales is:

The Registrar of Companies
Companies House
Crown Way
Mandy
Cardiff
CF4 3UZ

or, for companies registered in Scotland:

The Registrar of Companies
Companies Registration Office
102 George Street
Edinburgh
EH2 3DJ



The Directors
Belling Lee Limited
Botanic House
100 Hills Road
Cambridge CB2 1LQ

We have examined the attached statutory declaration of the directors dated 12 July 1990 issued in connection with the financial assistance proposed to be given by the company, details of which are set out in the attached statutory declaration. We have inquired into the state of affairs of Belling Lee Limited so far as necessary for us to review the bases for the statutory declaration.

Price Waterhouse

[illegible]

SCHEDULES

The following terms when used herein shall have the following meanings:-

- "the Guarantee and Debenture" means a guarantee and debenture to be granted by the Company to Continental Bank N.A. as agent
- "the Loan Agreement" means a loan agreement entered into between the Company (1) CRL Components Inc. (2) Dialight Corporation (3) PED Limited (4) The Roxboro Group Limited (5) various commercial institutions (6) and Continental Bank N.A. as agent for the various commercial institutions (7)
- "the Obligor" means The Roxboro Group Limited and any of its subsidiaries which has or which will have any liability (actual or contingent) and whether alone or jointly with any other person and whether as principal debtor, guarantor or surety or otherwise (or as the equivalent obligor under the laws of any other jurisdiction) to the Agent or certain lenders for the payment or repayment of any amounts outstanding or capable of becoming outstanding under certain financing documents.
- "the Composite Group Accounting Agreement" means an agreement to be entered into by the Company in favour of National Westminster Bank PLC ("NatWest")

KLAT06\$0.27-tjj

11th July 1990

SCHEDULE 1

The assistance will take the form of:-

The entry into, execution, delivery and performance of obligations by the Company under each of the following:-

- (a) the Loan Agreement; and
- (b) the Guarantee and Debenture; and
- (c) the Composite Group Accounting Agreement.

KLAT06\$0.27/jdh
10.07.90

SCHEDULE 2

The principal terms on which the assistance will be given are:-

The proceeds of the loans made under the Loan Agreement are to be used, inter alia, to finance the acquisition of the whole of the issued share capital of the Company by The Roxboro Group Limited from existing shareholders. Pursuant to the Guarantee and Debenture the Company, inter alia, guarantees and indemnifies all sums due by each Obligor under the Loan Agreement and other related documents and grants first ranking fixed and floating charges over the whole of the Company's assets and undertaking in security of such guarantee in favour of Continental Bank N.A. as agent for itself and for certain other banks and financial institutions. Pursuant to the Company's Group Accounting Agreement the Company, inter alia, agrees that monies standing to the credit of its bank account with Natwest may be used to reduce the liabilities of The Roxboro Group Limited and PED Limited to Natwest.

KLAT06\$0.27/jdh
10.07.90

Coopers
& Lybrand
Deloitte

chartered accountants

Plumtree Court
London EC4A 4HT

telephone 071-583 5000
cables CoLybrand London
tele 887470
facsimile 071-822 4652

a member firm of

Coopers
& Lybrand
(International)

your reference

our reference

PC754

1810538

The Company Secretary
Belling Lee Limited
Botanic House
100 Hills Road
CAMBRIDGE
CB2 1LQ

11 July 1990

Dear Sir

Belling Lee Limited

In accordance with Section 392 of the Companies Act 1985 this will give you formal notice of our resignation as auditors to the company with effect from 12 July 1990.

Yours faithfully

Coopers & Lybrand Deloitte



[illegible]

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES



ORDINARY AND SPECIAL RESOLUTIONS

of

BELLING LEE LIMITED

At an extraordinary general meeting of the Company held at Exning Road, Newmarket on 23rd December 1993 the following resolutions were passed in the case of resolutions 1 and 2, as ordinary resolutions, and in the case of resolution 3, as a special resolution:

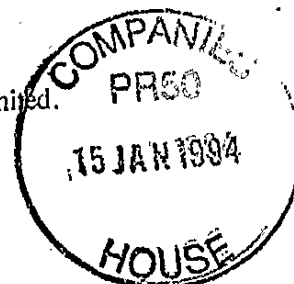
ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be increased to £4,483,000 by the creation of 3,963,000 ordinary shares of £1 each.
2. THAT the directors be generally and unconditionally authorised, pursuant to section 80 of the Companies Act 1985 (the "Act") to exercise all powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £3,963,000 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on 31 December 1994 but the Company may make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities in pursuance of that offer or agreement.

SPECIAL RESOLUTION

3. THAT the name of the Company be changed to BLP Components Limited.


CHAIRMAN



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 186538

I hereby certify that

BELLING LEE LIMITED

having by special resolution changed its name,
is now incorporated under the name of

BLP COMPONENTS LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 24 JANUARY 1994

P. Bevan
P. BEVAN

an authorised officer

**Notice of increase
in nominal capital****123**Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

--	--	--	--	--

00186538

Name of company

* **BELLING LEE LIMITED (Special Resolution passed to change its name to
BLP Components Limited passed on 23 December 1993)**

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 23 December 1993 the nominal capital of the company has been
increased by £ 3,943,000 beyond the registered capital of £ 520,000.

§ the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached. §

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

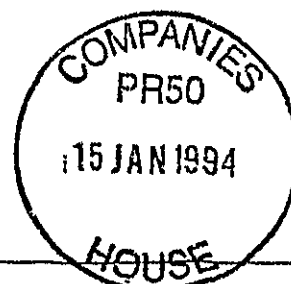
to rank pari passu with existing shares in issue

Please tick here if
continued overleaf☐‡ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriateSigned John Andrews Designation‡ Secretary Date 3 Jan 94Presentor's name address and
reference (if any):

J. B. ANDREWS
BELLING LEE LTD,
EXHIBIT RD,
HEWMARKET
SURREY
CB8 0AX

For official Use
General Section

Post room



THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES



ORDINARY AND SPECIAL RESOLUTIONS

of

BELLING LEE LIMITED

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2. THAT the directors be generally and unconditionally authorised, pursuant to section 80 of the Companies Act 1985 (the "Act") to exercise all powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £3,963,000 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on 31 December 1994 but the Company may make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities in pursuance of that offer or agreement.

SPECIAL RESOLUTION

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CHAIRMAN

