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The Companies Act, 1948

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

EMI ELECTRONICS LIMITED

*Same Main Objects.*

1. The name of the Company is "EMI ELECTRONICS LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (1) To carry on the trades or businesses of manufacturing, assembling, repairing, buying, selling, importing, exporting, operating, developing or otherwise dealing in or with apparatus of all kinds for television, telephony, telegraphy, radio direction finding, or radar, and electronic devices of all kinds, and other apparatus, instruments, devices, articles and things used or capable of being used for or in connection therewith.
  - (2) To construct, maintain, carry out, work, sell, let on hire and deal in works, plant, machinery, conveniences and things of all kinds used or capable of being used in connection with television, telephony, telegraphy, radio direction finding, radar, electronic devices, and transmitting, receiving or recording apparatus of any kind including cables, wires, lines, stations, towers, antennae, building power plant, exchange accumulators, lamps, valves, cathode ray tubes, photo-electric devices, meters and engines.
  - (3) To carry on the business of, and/or any business relating to mechanical, electrical, radio, television, scientific, chemical, aeronautical, marine, automobile and/or general engineers and/or manufacturers of all kinds of machinery, implements, apparatus and appliances including munitions of war of all kinds, tool-makers, founders, smiths, metal-workers, iron and steel converters, metallurgists, wire drawers, tube, pipe and tank manufacturers, moulders, fitters, mill-wrights,

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galvanisers, japanners, electroplaters, enamellers, painters and sprayers, woodworkers, carpenters, cabinet-makers, book and/or music-publishers, manufacturers, assemblers and operators of plant, machinery and accessories capable of being used in connection with the manufacture, accumulation, transmission, utilisation, transportation and supply of electrical, mechanical, gaseous, atomic and/or other form of energy.

- (4) To carry on all or any of the trades or businesses following in all their respective branches (manufacturing, merchanting or otherwise), and without limiting the generality of the foregoing objects by any restrictive expression in this clause hereinafter contained, that is to say:-

- (A) Technical advisers and consultants, electrical and/or mechanical engineers, makers of scientific, musical or surgical, therapeutic or medical instruments, office machines, machines for counting, calculating and recording the results of calculations, slot and other automatic machines, or apparatus of every description, including, machines, instruments, apparatus or devices for recording, reproducing, transmitting or receiving sounds, sound waves, light waves, vision pictures, printed matter, writing, messages and signals, including television actuated by electrical magnetic or electro-magnetic energy or radio-activity, and including also valves, lamps, cells, wires, cables, conductors, insulators (electrical or other), capable of being used in or for transmitting, receiving and amplifying electric waves or radio-activities, in or for radio, cinematograph, musical, photographic illumination, lighting or for other purposes whatsoever.
- (B) Manufacturers of and/or dealers in gramophones, phonographs, radio sets (separate or in combination), musical instruments, photographic (cinematographic or other) cameras and/or projectors, and any other machines or appliances whatsoever, including devices and records or other contrivances for recording, transmitting and/or reproducing sounds or vision or signals of any kind, whether the same respectively be for experimental, amusement, entertainment, instrumental, commercial or other purposes, and manufacturers of and dealers in all apparatus, appliances, devices and accessories from time to time used in connection with any or all of the trades or businesses above mentioned.
- (C) The business of wireless telephony, wireless

telegraphy, radio direction finding, height, size, shape, range, speed, position finding and computation, producing sound records, and reproducing from sound records, producing still and motion pictures, and reproducing from still and motion pictures, television, and wire telephony and wire telegraphy.

- (D) Manufacturers of and/or dealers in devices, appliances and fixtures for ventilation, air conditioning and sound control, including doors, windows, partitions, ducts and the like, refrigerators, heating and cooking apparatus, food mixers, and generally in all apparatus used in the preservation and/or preparation of food and in all other apparatus or appliances of a domestic or household nature.
- (E) Manufacturers, repairers, dealers, buyers, sellers, hirers, exporters or importers of and in apparatus, plant, machines, devices, instruments and things developed from, arising out of, connected with or usable in conjunction with or in substitution for the apparatus, plant, machines, devices, instruments and things in this clause hereinbefore referred to.
- (5) To carry on and engage as Lessors in the business (either incidentally to or independently of any other business which the Company may from time to time undertake) of leasing out for whatever purpose equipment, plant and machinery, instruments, vehicles, chattels, goods, assets of the Company and things of all kinds and descriptions whether or not all or any of the foregoing shall have been specifically acquired for the purpose.
- (6) 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 businesses or any of them, or calculated directly or indirectly to further or facilitate the objects of the Company or to enhance the value of or render more profitable any of the Company's property.
- (7) To carry on business as bankers, capitalists, financiers and merchants, and to undertake and carry on and execute all such financial, commercial, trading and other operations as an individual capitalist may lawfully undertake and carry out.
- (8) To purchase or by any other means acquire any freehold,

leasehold or other property for any estate or interest whatever, and any rights, privileges or easements over or in respect of any property, and any real or personal property or rights whatsoever which may be necessary for or may be conveniently used with, or may enhance the value of any other property or the business of the Company.

- (9) To make experiments in connection with any business of the Company and to apply for or otherwise acquire in any part of the world any patents, patent rights, brevets d'invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (10) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be carried on in conjunction therewith, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with or enter into any arrangement for sharing profits or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain or sell, mortgage, and deal with any shares, debentures, debenture stock or securities so received.
- (11) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (12) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (13) To lend and advance money or give credit to such

persons and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantees or become security for any such persons, but not to carry on the business of a registered moneylender.

- (14) To receive money on deposit or loan, and to borrow or raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge or lien, to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (15) To guarantee the performance of any contract or obligation, and the payment of money of or by any person or body whatsoever, whether corporate or not, and generally to give guarantees and indemnities.
- (16) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (17) To apply for promote and obtain any Act of Parliament, Provisional Order or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or application which may seem calculated directly or indirectly to prejudice the Company's interests.
- (18) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise) or any corporations, companies or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (19) To subscribe for, take, purchase or otherwise

acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.

- (20) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.
- (21) To remunerate any person, firm or company rendering services to the Company, whether by cash payment, or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.
- (22) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company and the issue of its capital, or for contributing to or assisting any issuing house or firm or person, either issuing or purchasing with a view to issue all or any part of the Company's capital, in connection with the advertising or offering the same for sale or subscription, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or debenture stock, and to apply, at the cost of the Company, to Parliament for any extension of the Company's powers.
- (23) To support, and subscribe to, any charitable or public object and any institution, society or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business. To give pensions, gratuities or charitable aid to any person or persons who may have served the Company or its predecessors in business, whether as Directors, employees or otherwise, or to the wives, children or other dependants of such persons. To make payments towards insurance and to form or arrange, through the Company or any other company or association, for contributions towards premiums or the like for pension funds or schemes or provident and benefit funds for the benefit of Directors or former Directors, employees or any persons employed or previously employed by the

Company or the dependants of any of these.

- (24) To enter into any arrangement for co-partnership, profit-sharing, bonus payment or other like benefits or concessions between the Company and any of its Directors, officers or other employees, or between the Company and any other party, or parties, for the benefit of the Company or any of its Directors, officers or other employees.
- (25) To adopt any means of making known the business and objects of the Company as may be expedient, and in particular by advertising in the press, by circulars, by exhibitions of works of art or interest, by publication of books and periodicals, or by granting prizes, awards and donations.
- (26) To procure the Company to be registered or recognised in any country or place within or outside the United Kingdom.
- (27) To promote any other company for the purpose of acquiring all or any of the property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (28) To sell or dispose of the undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, whether fully or partly paid up, debentures or securities of any other company, whether or not having objects altogether or in part similar to those of the Company.
- (29) To distribute among the members of the Company in kind any property of the Company, and in particular any shares, debentures or securities of other companies belonging to this Company, or of which this Company may have the power of disposing.
- (30) 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; to do all such other

things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere; and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall be in nowise limited or restricted (except where otherwise expressed in such paragraphs) by reference to the objects contained in any other paragraphs, or in the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company.

4. The liability of the members is limited. ✓
5. The share capital of the Company is £100, divided into 100 shares of £1 each. ✓

Note

By ordinary resolution passed on 25th February 1966 the share capital of the company was increased to £15,000 by the creation of 14,900 'A' ordinary shares of £1 each.