

or of  
my

690597/1

## THE COMPANIES ACT, 1948

REGISTERED

24 APR 1961



DECLARATION of Compliance with the requirements of the  
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the  
Name of the  
Company.

HEWLETT-PACKARD  
LIMITED

and by

COWARD, CHANCE & CO.,

St. Swithin's House, Walbrook,

London, E.C.4.

I, Louis Edward Pendyrys Tylor

of St. Swithin's House, Walbrook, London, E.C.

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Do solemnly and sincerely declare that I am (\*) a Solicitor of the

Supreme Court engaged in the formation

of

Hewlett-Packard Limited

And that all the requirements of the Companies Act, 1948, in respect of  
matters precedent to the registration of the said Company and incidental  
thereto have been complied with, And I 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 St. Swithin's House  
Walbrook in the City of London

the 11th day of April

one thousand nine hundred and sixty

and

before me,

A. J. Burgess

NOTARY PUBLIC  
A Commissioner for Oaths [Notary-Public or  
(A. J. BURGESS) [Commissioner for Oaths]

L E P Tylor

# THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

REGISTERED  
COMPANY LIMITED BY SHARES

24 APR 1961



## Statement of the Nominal Capital

OF

HEWLETT-PACKARD

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

*NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.*

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

entered by

COWARD, CHANC

St. Swi

London, E.C.4.

12 APR 1961

THE SOLICITORS' LIAISON SOCIETY, LIMITED  
Chancery Lane, W.C.2; 3 Bucklersbury, W.C.1; 6 Victoria Street, S.W.1;  
Hanover Street, W.1; 55-59 Newhall Street, Liverpool, 2; 28-30 John Dalton Street, Glasgow, C.2.  
PRINTERS AND PUBLISHERS BOOKS AND FORMS.

SECRET

# THE NOMINAL CAPITAL

OF

\_\_\_\_\_  
HEWLETT-PACKARD Limited

is £ 100, divided into:

100 Shares of £1 each

Shares of each

\*Signature Coward, Chance & Co.

Description Solicitors engaged in the  
formation

Dated the 11th day of April, 196

*\*This Statement should be signed by an Officer of the Company, or  
by the Solicitor(s) engaged in the formation.*



THE COMPANIES ACT, 1913  
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

REGISTERED

24 APR 1961

HEWLETT-PACKARD LIMITED.



1. The name of the Company is "HEWLETT-PACKARD 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 in all or any of their branches the business of electrical and electronic engineers, nuclear engineers, electricians, instrument makers, constructors, designers, manufacturers and suppliers of and dealers in electrical and electronic apparatus and instruments of all kinds.
- (B) To undertake, perform and carry out all or any experiments, works, functions, operations and services whatsoever in connection with all or any of the activities specified in this Clause or any future developments thereof, and whether on the Company's own account or on behalf of its customers or any other persons whomsoever.
- (C) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.
- (D) To manufacture, buy, sell and generally deal in, any plant, materials, machinery, tools, goods or things of any description, which in the opinion of the Directors of the Company may be conveniently dealt with by the Company in connection with any of its objects.
- (E) To purchase, take on lease, exchange, hire or otherwise acquire and hold for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.

- (F) To borrow or raise money upon such terms and on such security (if any) as may be considered expedient and in particular by the issue or deposit of notes, debentures or debenture stock (whether perpetual or not) 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 undertaking, property and assets of the Company, both present and future, including its uncalled capital.
- (G) To apply for, purchase or otherwise acquire any designs, trade marks, patents, licences, concessions and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention process or system which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.
- (H) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, or securities of any other company having objects wholly or in part similar to the objects of the Company or carrying on any business in the opinion of the Directors of the Company capable of being conducted so as directly or indirectly to benefit the Company.
- (I) To purchase or otherwise acquire all or any part of the business, property and liabilities of any person, firm or company carrying on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith or which in the opinion of the Directors of the Company is capable of being conducted so as directly or indirectly to benefit the Company, and to conduct and carry on, or liquidate and wind up, any such business.
- (J) To pay for any property or rights acquired by the Company, either in cash or 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.
- (K) To accept payment for any property or rights sold or otherwise disposed of or dealt with or for any services rendered by the Company, either in cash, by instalments or otherwise, or in shares of any company with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage or by debentures or debenture stock of any company or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, deal with or dispose of any consideration so received.

- (F) To borrow or raise money upon such security (if any) as may be considered expedient and in particular by the issue or deposit of notes, debentures or debenture stock (whether perpetual or not) 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 undertaking, property and assets of the Company, both present and future, including its uncalled capital.
- (G) To apply for, purchase or otherwise acquire any designs, trade marks, patents, licences, concessions and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention process or system which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.
- (H) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, or securities of any other company having objects wholly or in part similar to the objects of the Company or carrying on any business in the opinion of the Directors of the Company capable of being conducted so as directly or indirectly to benefit the Company.
- (I) To purchase or otherwise acquire all or any part of the business, property and liabilities of any person, firm or company carrying on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith or which in the opinion of the Directors of the Company is capable of being conducted so as directly or indirectly to benefit the Company, and to conduct and carry on, or liquidate and wind up, any such business.
- (J) To pay for any property or rights acquired by the Company, either in cash or 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.
- (K) To accept payment for any property or rights sold or otherwise disposed of or dealt with or for any services rendered by the Company, either in cash, by instalments or otherwise, or in shares of any company with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage or by debentures or debenture stock of any company or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, deal with or dispose of any consideration so received.

- (L) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, notes, debentures, debenture stock, bonds, stocks and securities of any company at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.
- (M) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities (including land of any tenure in any part of the world) and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities.
- (N) To lend money or give credit to such persons, firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies.
- (O) To enter into any arrangement with any government or other authority, supreme, municipal, local or otherwise, and to obtain from any such government or authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company.
- (P) To enter into partnership or into any arrangements for joint working in business or for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (Q) To grant pensions, allowances, gratuities, and bonuses to the officers, ex-officers (including Directors and ex-Directors), employees or ex-employees of the Company or of any subsidiary allied or associated company or of the predecessors in business or all or any of them or the families, dependants or connections of such persons, and to make payments towards insurance and to establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit such persons.
- (R) To subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any useful object of a public or general nature.
- (S) To undertake and execute any trusts the undertaking whereof may seem desirable, and either gratuitously or otherwise
- (T) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient.



- (U) To promote, finance, or assist any other company for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (V) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, script, warrants and other transferable or negotiable instruments.
- (W) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital to be made except with the sanction (if any) for the time being required by law.
- (X) To procure the Company to be registered in any country or place outside Great Britain.
- (Y) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.
- (Z) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

IT IS HEREBY DECLARED that where the context so admits the word "company" in this clause shall be deemed to include any partnership or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act, 1948.

4. The liability of the Members is limited.

5. The share capital of the Company is £100 divided into 100 shares of £1 each.

WE, the several persons whose names and addresses 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 (in words)
Hewlett-Packard S.A. Rue de Vieux Billancé Genève Suisse M. Wm. P. Hewlett Managing Director, for and on behalf of Hewlett-Packard S.A.	One

Wm. P. Hewlett Rue de Vieux Billancé Genève Suisse. Managing Director.	One
---	-----

DATED the 5 day of APR 1961

Witness to the above signatures :-

LEP Tjör  
51 St John's House  
Aldbrook  
London EC4  
Subscribed

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES



ARTICLES OF ASSOCIATION

- of -

HEWLETT-PACKARD LIMITED.



P 566

PRELIMINARY - PRIVATE COMPANY

1. The regulations contained in Parts I and II of Table "A" in the First Schedule to the Companies Act, 1948 (hereinafter called Table "A"), shall apply to the Company so far as the same are not excluded or varied hereby. Regulations, 5, 24, 53, 66, 70, 71, 75, 79, 89, 90, 91, 92, 93, 94, and 106 of the said Part I and regulation 5 of the said Part II shall not apply to the Company.

2. References in Table "A" and in these Articles to "these regulations" shall be construed as references to the regulations of the Company for the time being in force, whether contained in Table "A" or in these Articles. Except as otherwise stated references herein to particular regulations of Table "A" are references to those contained in Part I thereof.

#### SHARE CAPITAL VARIATION OF CLASS RIGHTS

3. If any such separate general meeting as is referred to in regulation 4 of Table "A" shall be adjourned by reason of there being no quorum present and if at the adjourned meeting a quorum shall not be present within half an hour from the time appointed for such adjourned meeting, those holders of shares of the class in question who are present shall be a quorum and regulation 4 of Table "A" shall be modified accordingly.

4. If any class of shares shall be issued with any preferential right to dividend or return of capital, the creation or issue of other shares, ranking *pari passu* with that class as regards either dividend or return of capital shall (unless otherwise expressly provided by the terms of issue of the said class) be deemed a variation of the rights of the holders of that class of shares.

#### LIEN

5. In regulation 11 of Table "A" the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

6. Subject to the provisions of the Act, a resolution in writing signed by all members of the Company who, at the date of such resolution, were entitled to receive notice of and to attend and vote at general meetings or their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys, and signature in the case of a corporate body which is a member shall be sufficient if made by a director thereof or its duly appointed attorney.

#### PROXIES

7. An instrument appointing a proxy may be in any usual or common form or in any other form which the directors may approve.

#### MEETINGS

8. At any general meeting a poll may be demanded by the chairman or by any member entitled to vote present in person or by proxy and regulation 58 of Table "A" shall be modified accordingly.

9. If at any general meeting any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting.

#### DIRECTORS

10. Unless and until otherwise determined by the Company in general meeting the number of Directors shall not be less than two. The first Directors shall be appointed by the subscribers to the Memorandum of Association of the Company

11. Any director who by request performs special services or goes or resides abroad for any purposes of the Company may receive such extra remuneration by way of salary, commission, percentage of profits or otherwise as the Directors may determine.

12. The directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities.

13. A director who is in any way either directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the directors in accordance with Section 199 of the Act. Subject to such disclosure, a director shall be entitled to vote in respect of any contract or arrangement in which he is interested and he shall be taken into account in ascertaining whether a quorum is present.

Paragraph (2) and (4) of regulation 84 of Table "A" shall not apply.

14. The last sentences of regulations 95 and 97 of Table "A" shall not apply.

15. (a) One or more Alternate Directors may be appointed for each Director. Such appointment shall be made and may be revoked by Ordinary Resolution of the Company.

(b) An Alternate Director so appointed shall be an Officer of the Company but shall not in respect of such appointment be entitled to receive any remuneration from the Company.

(c) An Alternate Director shall be entitled to receive the same notice of all meetings of the Directors as if he were a Director, and to attend and vote as a Director at any such meeting at which the Director to whom he is appointed an alternate is not personally present and generally, whether at such meeting or otherwise, to perform all the functions of the Director to whom he is an alternate in the absence of such Director. Provided that where a Director has more than one Alternate Director only one of those Alternate Directors shall be entitled in the absence of the Director to whom he is appointed alternate, to attend and vote at the meetings of the Directors and generally to act on his behalf.

(d) An Alternate Director shall cease to be an Alternate Director if for any reason his appointment is revoked or the Director to whom he is an alternate ceases to be a Director.

16. A resolution in writing signed by all the directors, or by their alternates, shall be as valid and effectual as if it had been passed at a duly convened board meeting. Any such resolution may consist of several documents in the like form each signed by one or more directors or their alternates.

#### NOTICES

17. In regulation 131 of Table "A", the words "in the case of a notice of a meeting" and all words after the words "the letter containing the same is posted" shall be omitted therefrom.

#### WINDING UP

18. In regulation 135 of Table "A", 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".

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Names, Addresses and Descriptions of  
Subscribers.

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Hewlett - Packard S.A.  
Rue du Vieux Bellard 1.  
Geneva, Switzerland

(Signed by William P. Doolittle,  
Managing Director, for and on  
behalf of Hewlett-Packard S.A.)

Wm. P. Doolittle  
Managing Director, Hewlett - Packard S.A.  
Rue du Vieux Bellard No 1.  
Geneva, Switzerland

---

DATED the 5<sup>th</sup> day of April 1961  
Witness to the above signatures :-

LEP 742

St. Swithun's House

Woburn

London EC4

5061102

No. C. 173

DUPLICATE FOR THE FILE

No. 690597



## Certificate of Incorporation

I Hereby Certify, that

**HEWLETT-PACKARD LIMITED**

is this day Incorporated under the Companies Act, 1948, and that the  
Company is Limited.

Given under my hand at London this **Twenty-fourth** day of  
**April** One Thousand Nine Hundred and Sixty **one**.

*A. J. Mann*  
Assistant Registrar of Companies.

Certificate  
received by

*H. C. C. C.*

Date *24.4.61*