

THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

1. *The name of the Company is "Dowty Communications Limited".
2. The registered office of the Company will be situate in England.
3. **The objects for which the Company is established are:-
 - (A)
 - (i) To carry on business as manufacturers, designers, assemblers, producters, suppliers and dealers of and in all kinds of computers, calculators, data storage and processing machines and equipment, appliances and accessories therefor and all kinds of electronic, magnetic and electrical equipment;
 - (ii) To develop, produce, acquire, sell, supply and lease systems, programmes and applications of all kinds in connection with or for use with computers, calculators, data storage and processing machines and equipment appliances and accessories therefor and to develop and supply services of all kinds in connection therewith;
 - (iii) To carry on all or any of the businesses of designers, inventors, manufacturers and distributors of electric and electronic equipment, apparatus and goods of all kinds and the hire, repair, maintenance and use of all such apparatus, equipment and goods;
 - (iv) To carry on the trades or business of pattern makers of all descriptions in wood, metal, or otherwise; wood-workers; model makers; shopfitters; cabinet makers; dealers in timber, woodworking or other machinery.
 - (B) 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.
 - (C) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works plant and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.

Note * The name of the Company was changed from Summit Patternmaking Co., Limited to CASE Communications Limited pursuant to a Special Resolution dated 17th April, 1985 with effect from 18th April 1985, and subsequently changed to Dowty Communications Limited by Special Resolution on 12th February 1991.

** Paragraphs (i), (ii) and (iii) of sub-clause (A) were inserted and the existing sub-clause (i) was re-numbered pursuant to a Special Resolution dated 17th April, 1985.

- (D) To purchase, take on lease, exchange, hire or otherwise acquire 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.
- (E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of 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.
- (F) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention 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.
- (G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks or securities of any other company or corporation having objects wholly or in part similar to the objects of the Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.
- (H) 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, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.
- (I) 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 and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities.
- (J)*To lend and advance money or give credit to such persons, firms or companies and on such terms as may seem expedient, and either with or without the Company receiving any consideration or advantage therefrom, direct or indirect, to guarantee or secure the performance of the obligations and the payment of the capital or principal (together with any premium) of and any dividends or interest on any stocks, shares, or securities or other obligations of any nature whatsoever (including, without limiting the generality of the foregoing, obligations for the repayment of money and/or discharge of liabilities both present and future (due, owing to or incurred to bankers) of any company, firm or person and in particular (without limiting the generality of the foregoing) of 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, as defined by the said section, of the Company or the Company's holding company or otherwise associated with the Company in business and to create mortgages, charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital whether in support of any such guarantee or otherwise.

* Sub-clause (J) was substituted for the original Sub-clause (J) by a Special Resolution dated 7 September 1990.

- (K) 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.
- (L) To enter into partnership or into any arrangement 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,
- (M) To establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the officers, ex-officers, employees or ex-employees of the Company or of any subsidiary, allied or associated company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances and to 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 objects.
- (N) 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 and in particular for shares, stock or securities of any other company formed or to be formed.
- (O) 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.
- (P) To pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.
- (Q) To remunerate any person firm, or company rendering services to the Company in such manner as may be thought expedient.
- (R) To draw, accept, endorse, negotiate, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.
- (S) 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 be made except with the sanction (if any) for the time being required by law.
- (T) 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.
- (U) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

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It is hereby declared that in construction of this clause each sub-clause shall be construed independently of the other sub-clauses hereof and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the Members is limited.
5. The share capital of the Company is £2,000, divided into 2000 shares of £1 each.
6. The shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting return of capital or otherwise as the Company may from time to time determine. Subject to the provisions of Section 72 of the Companies Act 1948, the rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association.

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
R. Johnston 24 Twycross Grove Birmingham 34. Patternmaker	ONE
S.H. Day 28 Madison Avenue Birmingham 34 Patternmaker	ONE

Dated the 18th day of May 1952

Witness to the above signatures:-

R.G. TOOGOOD
Accountant

17 Constitution Hill
Birmingham

Registration No. 730286

ARTICLES OF ASSOCIATION

of

DOWTY COMMUNICATIONS LIMITED

(Articles adopted on 17th April, 1985)

TABLE A

1. The Regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948, as altered by any enactment coming into operation prior to the date of adoption of these Articles of Association or if these Articles are the Articles applying on incorporation prior to incorporation (such Regulations as so altered being hereinafter called "Table A"), shall except where the same are excluded or varied by or inconsistent with these Articles of Association, apply to the Company. No regulations set out in any schedule to any other statute concerning companies shall apply as regulations or articles of the Company.

UNISSUED SHARE CAPITAL

2. Subject to any direction to the contrary which may be given by ordinary or other resolution of the Company, and subject to any statutory provision, any unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Directors who may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Directors may determine. Section 17(1) of the Companies Act 1980 shall not apply to the allotment by the Company of any equity security as defined by Section 17(11) of that Act.

*The name of the Company was changed from Summit Patternmaking Co. Limited pursuant to a Special Resolution dated 17th April, 1985 with effect from 18th April, 1985, and subsequently changed to Dowty Communications Limited by Special Resolution on 12th February 1991.

3. The Directors are by this Article authorised to exercise all powers of the Company to allot all relevant securities (within the meaning of Section 14 of the Companies Act 1980): such authority shall be unconditional and for the exercise of such power generally: the maximum amount of relevant securities that may be the subject of allotment under such authority shall be the amount by which the nominal amount of the authorised share capital of the Company exceeded the nominal amount of the issued share capital of the Company at the date of adoption of these Articles, or if these Articles are the Articles applying on incorporation, exceeded the nominal amount of the shares taken by the subscribers to the Memorandum of Association, as the case may be: unless renewed, such authority will expire on the date five years from the date on which the resolution adopting these Articles is passed or, if these Articles are the Articles applying on incorporation, from the date of incorporation, as the case may be: save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot the relevant securities in pursuance of such offer or agreement accordingly: the amount of a relevant security shall in the case of a share in the Company mean its nominal amount, and in the case of a right to subscribe for, or to convert any security into, shares in the Company mean the nominal amount of shares in the Company which would be required to satisfy such right (assuming full exercise).

TRANSFER OF SHARES

4. The instrument of transfer of any share shall be signed by or on behalf of the transferor (and in the case of a partly paid share the transferee) and the transferor shall be deemed to remain the registered holder of the share until the name of the transferee is entered in the register in respect thereof. Regulation 22 of Table A shall not apply.

5. 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. Regulation 24 of Table A shall not apply.

PROCEEDINGS AT GENERAL MEETINGS

6. At any general meeting a poll may be demanded by any Member present in person or by proxy and Regulation 58 of Table A shall be varied accordingly.

7. Subject to any rights or restrictions for the time

being attached to any class or classes of shares, on a show of hands every Member present in person and every person present as a proxy for a Member or Members shall have one vote, and on a poll every Member shall have one vote for each share of which he is the holder. Regulation 62 of Table A shall not apply.

8. Subject to any statutory provision, a resolution in writing expressed to be an ordinary extraordinary or special resolution signed by or on behalf of all the Members of the Company who would be entitled to vote on such a resolution if it were to be proposed at a general meeting of the Company shall be as valid and effectual as if it had been passed at such a general meeting duly convened and held. Any such resolution may consist of several documents in the like form each signed by or on behalf of one or more of the Members. Regulation 73A of Table A shall not apply.

DIRECTORS

9. Unless and until otherwise determined by the Company in general meeting, the Directors shall be not less than two in number. Regulation 75 of Table A shall not apply.

10. Any Director who, by request, goes or resides abroad for any purposes of the Company or who performs any services which in the opinion of the Directors go beyond the ordinary duties of a Director may be paid such extra remuneration (whether by way of salary, commission, participation in profits or otherwise) as the Directors may determine and such remuneration shall be in addition to any remuneration provided for by or pursuant to any other Article or Regulation.

BORROWING POWERS

11. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and assets (including any uncalled capital), or any part thereof, and, subject to Section 14 of the Companies Act 1980, to issue debentures, debenture stock, and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party (including the Company's holding company). Regulation 79 of Table A shall not apply.

POWERS AND DUTIES OF DIRECTORS

12. A Director who to his knowledge is in any way, whether 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 Companies Act 1948.

Subject where applicable to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and if he shall do so his vote shall be counted, and he shall be taken into account in ascertaining whether a quorum is present. Paragraph (2) of Regulation 84 of Table A shall not apply, and the remainder of Regulation 84 shall be varied accordingly.

13. Each Director shall have the power to appoint any person to be his alternate Director and may at his discretion remove such alternate Director. If such alternate Director is not another Director, such appointment, unless previously approved by the Board, shall have effect only upon and subject to it being so approved. Any appointment or removal of an alternate Director shall be effected by notice in writing signed by the appointor and delivered to the Secretary at the registered office of the Company or tendered at a meeting of the Directors. An alternate Director shall, if his appointor so requests, be entitled to receive notices of meetings of the Directors or of a committee of the Directors to the same extent as, but in lieu of, his appointor and shall be entitled to attend and vote as a Director at any such meeting at which his appointor is not personally present and generally at such meeting to exercise and discharge all the functions, powers and duties of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles of Association shall apply as if he were a Director. Every person acting as an alternate Director shall (except as regards power to appoint an alternate Director and remuneration) be subject in all respects to the provisions of these Articles of Association relating to Directors and shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of or for his appointor. An alternate Director may be paid expenses and shall be entitled to be indemnified by the Company to the same extent mutatis mutandis as if he were a Director but shall not be entitled to receive from the Company any fee in his capacity as an alternate Director. Every person acting as an alternate Director shall have one vote for every Director for whom he acts as alternate (in addition to his own vote if he is also a Director). The signature of an alternate Director to any resolution in writing of the Directors or a committee of the Directors shall (unless the notice of his appointment provides to the contrary) be as effective as the signature of his appointor. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director.

14. The Directors on behalf of the Company may exercise all the powers of the Company to grant pensions

annuities or other allowances and benefits in favour of any person including any Director or former Director or the relations, connections or dependants of any Director or former Director. A Director or former Director shall not be accountable to the Company or the Members for any benefit of any kind conferred under or pursuant to this Article and the receipt of any such benefit shall not disqualify any person from being or becoming a Director of the Company. The Directors may by resolution exercise any power conferred by statute to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or that subsidiary. Regulation 87 of Table A shall not apply.

15. The Company may exercise all the powers conferred by statute with regard to having any official seal, and such powers shall be vested in the Directors. Any instrument to which an official seal is affixed shall be signed by such persons, if any, as the Directors may from time to time determine.

16. The Directors may entrust to and confer upon any Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.

17. A Director present at any meeting shall not be required to sign his name in any book, and Regulation 86 of Table A shall be varied accordingly.

APPOINTMENT AND REMOVAL OF DIRECTORS

18. Without prejudice to any other provisions of or incorporated in these Articles of Association governing the appointment and removal of Directors, any Member or Members holding a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at general meetings of the Company by memorandum in writing signed by or on behalf of him or them and delivered to the registered office of the Company or tendered at a meeting of the Directors, or at a general meeting of the Company, may at any time and from time to time appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors or remove any Director from office howsoever appointed.

19. Both of them, the Directors and the Company in general meeting, shall each have power at any time and from time to time to appoint any person to be a Director

either to fill a casual vacancy or as an addition to the existing Directors.

20. No Director shall be required to retire or vacate his office or be ineligible for reappointment as a Director, nor shall any person be ineligible for appointment as a Director, by reason of his having attained any particular age.

21. The office of a Director shall be vacated in any of the following events namely:-

- (a) if (not being employed under a contract which precludes resignation) he resigns his office by notice in writing delivered to the Company or tendered at a meeting of the Directors;
- (b) if he becomes of unsound mind or a patient for any purpose of any statute relating to mental health and the Directors resolve that his office is vacated;
- (c) if he becomes bankrupt or compounds with his creditors;
- (d) if he is prohibited by law from being a Director;
- (e) if he ceases to be a Director by virtue of any statute or is removed from office pursuant to these Articles.

22. Regulations 88 to 97 (inclusive) of Table A shall not apply.

PROCEEDINGS OF DIRECTORS

23. A Director absent or intending to be absent from the United Kingdom may request the Board that notices of Board meetings shall during his absence be sent in writing to him at his last known address or any other address given by him to the Company for this purpose, but in the absence of any such request it shall not be necessary to give notice of a Board meeting to any Director who is for the time being absent from the United Kingdom. Regulation 98 of Table A shall be varied accordingly.

24. The Directors may delegate any of their powers to committees consisting of such person or persons (whether Directors or not) as they think fit, and Regulation 102 of Table A shall be varied accordingly.

25. A resolution in writing signed by or on behalf of 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: Any such resolution may consist of several documents in the like form each signed by or on behalf of one or more of the Directors. Regulation 106 of Table A shall not apply.

EXECUTIVE DIRECTORS

26. The Directors may from time to time appoint one or more of their body to any executive office (including that of managing director, manager or any other salaried office) for such period and upon such terms as the Directors may determine and may revoke or terminate any such appointment. Any such revocation or termination as aforesaid shall be without prejudice to any claim for damages that such Director may have against the Company, or the Company may have against such Director, for any breach of any contract of service between him and the Company which may be involved in such revocation or termination.

27. Any Director appointed to an executive office shall receive such, if any, remuneration (whether by way of salary, commission, participation in profits or otherwise) as the Directors may determine, and either in addition to or in lieu of his remuneration as a Director. Regulations 107, 108 and 109 of Table A shall not apply.

NOTICES

28. Any notice or other document (including a share certificate) may be served on or delivered to any Member by the Company either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register of Members, or by delivering it to or leaving it at such registered address, addressed as aforesaid, or by any other means provided such other means have been authorised in writing by the Member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Any notice or other document served or delivered in accordance with these Articles of Association shall be deemed duly served or delivered notwithstanding that the Member is then dead or bankrupt or otherwise under any legal disability or incapacity and whether or not the Company had notice thereof. Any such notice or other document, if sent by post, shall be deemed to have been served or delivered on the day when the same was put in the post, and in proving such service or delivery it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post.

29. Notice of every general meeting shall be given in any manner authorised by or under these Articles of Association to all Members other than such as, under the provisions of these Articles of Association or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company Provided that any Member may in writing waive notice of any meeting either prospectively or retrospectively and if he shall do so it shall be no objection to the validity of such meeting that notice was not given to him. Regulations 131, 132, 133 and 134 of Table A shall not apply.

AUTHORISED SHARE CAPITAL

30. The share capital of the Company is £2,000 divided into 2,000 Ordinary Shares of £1 each.

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 - (ii) To develop, produce, acquire, sell, supply and lease systems, programmes and applications of all kinds in connection with or for use with computers, calculators, data storage and processing machines and equipment appliances and accessories therefor and to develop and supply services of all kinds in connection therewith;
 - (iii) To carry on all or any of the businesses of designers, inventors, manufacturers and distributors of electric and electronic equipment, apparatus and goods of all kinds and the hire, repair, maintenance and use of all such apparatus, equipment and goods.
 - (iv) To carry on the trades or business of pattern makers of all descriptions in wood, metal, or otherwise; wood-workers; model makers; shopfitters; cabinet makers; dealers in timber, woodworking or other machinery.
- (B) 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.
- (C) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works plant and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.

Note * The name of the Company was changed from Summit Patternmaking Co., Limited to CASE Communications Limited pursuant to a Special Resolution dated 17th April, 1985 with effect from 18th April 1985, and subsequently changed to Dowty Communications Limited by Special Resolution on 12th February 1991.

** Paragraphs (i), (ii) and (iii) of sub-clause (A) were inserted and the existing sub-clause (a) was re-numbered pursuant to a Special Resolution dated 17th April, 1985.

- (C) To purchase, take on lease, exchange, hire or otherwise acquire 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.
- (E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of 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.
- (F) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention 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.
- (G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks or securities of any other company or corporation having objects wholly or in part similar to the objects of the Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.
- (H) 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, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.
- (I) 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 and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities.
- (J)*To lend and advance money or give credit to such persons, firms or companies and on such terms as may seem expedient, and either with or without the Company receiving any consideration or advantage therefrom, direct or indirect, to guarantee or secure the performance of the obligations and the payment of the capital or principal (together with any premium) of and any dividends or interest on any stocks, shares, or securities or other obligations of any nature whatsoever (including, without limiting the generality of the foregoing, obligations for the repayment of money and/or discharge of liabilities both present and future due, owing to or incurred to bankers) of any company, firm or person and in particular (without limiting the generality of the foregoing) of 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, as defined by the said section, of the Company or the Company's holding company or otherwise associated with the Company in business and to create mortgages, charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital whether in support of any such guarantee or otherwise.

* Sub-clause (J) was substituted for the original Sub-clause (J) by a Special Resolution dated 7 September 1990.

- (K) 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.
- (L) To enter into partnership or into any arrangement 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.
- (M) To establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the officers, ex-officers, employees or ex-employees of the Company or of any subsidiary, allied or associated company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances and to 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 objects.
- (N) 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 and in particular for shares, stock or securities of any other company formed or to be formed.
- (O) 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.
- (P) To pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.
- (Q) To remunerate any person firm, or company rendering services to the Company in such manner as may be thought expedient.
- (R) To draw, accept, endorse, negotiate, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.
- (S) 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 be made except with the sanction (if any) for the time being required by law.
- (T) 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.
- (U) 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 in construction of this clause each sub-clause shall be construed independently of the other sub-clauses hereof and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the Members is limited.
5. The share capital of the Company is £2,000, divided into 2000 shares of £1 each.
6. The shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting return of capital or otherwise as the Company may from time to time determine. Subject to the provisions of Section 72 of the Companies Act 1948, the rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association.

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
---	---

R. Johnston
24 Twycross Grove
Birmingham 34.

ONE

Patternmaker

S.H. Day
28 Madison Avenue
Birmingham 34

ONE

Patternmaker

Dated the 18th day of May 1962

Witness to the above signatures:-

R.G. TOOGOOD
Accountant

17 Constitution Hill
Birmingham