

THE COMPANIES ACTS 1948 TO 1967
AND COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

SYLTONE LIMITED ¹

1. The name of the Company is "SYLTONE LIMITED"
2. [Deleted]
3. The Registered Office of the Company will be situate in England and Wales.
4. The objects for which the Company is established are:-
 - (a) To carry on business as consulting engineers, architects and general designers, draughtsmen, tracers and engravers; to carry on business as public relations consultants, press agents, market research and public opinion research consultants, industrial and non-industrial consultants, business advisers, office organisers, sales consultants, and specialists, advertising and publicity consultants, agents and specialists, personnel consultants and management advisers, designers and producers of advertising material, display and packaging specialists and consultants, and agents for the transaction of work and the sale of goods and services of all kinds.
 - (b) To act in the capacity of managing agents in the development of inventions the subject of letters patent or similar protection, and in applying for, obtaining and maintaining letters patent or similar protection in respect of any inventions or improvements, and generally in connection with patent rights of whatsoever description, including the payment and collection of all patent fees, royalties and other sums and the negotiation of patent licences and similar agreements.
 - (c) To carry on the business of a holding company in all its branches and for that purpose to acquire and hold:-
 - (i) shares, stocks, debentures, debenture stock, perpetual or otherwise, bonds, obligations and securities issued or guaranteed by any company, government, sovereign ruler, commissioners, public body or authority, supreme, municipal, local or otherwise, or body of persons, whether in the United Kingdom or abroad;
 - (ii) land, buildings, houses and other real or personal property wheresoever situate and of any tenure, and any estate or interest or right therein, including freehold or leasehold ground rents, reversions, mortgages, charges and annuities.
 - (d) To acquire any shares, stocks, debentures, debenture stock, bonds, obligations or securities by original subscription, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to make payments thereon as called upon or in advance of calls or otherwise, and to subscribe

¹ First registered on 28 September 1962 as a private company limited by shares. The company was re-registered as a public company on 19 March 1982. The Company was re-registered pursuant to section 53 Companies Act 1985 as a private company limited by shares on 31 March 2004.



for the same either conditionally or otherwise with power to exercise and enforce all rights and powers conferred by or incident to the ownership thereof.

- (E) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any companies, associations, partnerships, or persons, either in the United Kingdom or abroad, carrying on any business of a nature or character similar to or kindred with any business which the Company is authorised to carry on or which is capable of being conducted so as directly or indirectly to benefit this Company, or possessed of property deemed suitable for the purposes of this Company.
- (F) To purchase or otherwise acquire or establish and carry on in any part of the world any business or trade which may seem to the Directors of this Company capable of being advantageously or conveniently carried on in connection with any business which the Company is authorised to carry on or which is capable of being conducted so as 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 or rights or generally to benefit the Company.
- (G) To carry on the business of co-ordinating the group of companies comprising the Company and its subsidiary companies for the time being and to make or do or assist in making or doing such arrangements and things as may be considered desirable with a view to causing the business of any subsidiary or associated companies of the Company to be carried on economically and profitably or promoting the best interests thereof.
- (H) To act as managers, secretaries, directors, registrars or transfer or other agents of or for any other person, firm or company, and to provide transport, technical, administrative, executive, secretarial, accounting and other supplies (including the provision of office, factory or other accommodation) and generally to perform any service or undertake any duties to or on behalf of and in any other manner to assist any person or company and either without remuneration or on such terms as to remuneration as may be agreed.
- (I) To erect, construct, lay-down, enlarge, alter, maintain, purchase, take on lease or in exchange, hire or by any other means acquire and hold for any estate or interest any lands, buildings, factories, offices, workshops, stores, machinery, bridges, engines, rolling stock, vehicles, plant, stock-in-trade, rights, privileges or easements and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the business of the Company or of any of its subsidiary companies or any branch or department thereof, and to manage, operate, contribute to, subsidise and control any property so erected, constructed, acquired or maintained.
- (J) To apply for, register, purchase or by other means acquire and protect, prolong and renew whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, trade marks, secret processes, designs, protections and concessions, which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (K) To borrow or raise or secure the payment of money for the purposes of the Company, in such manner and upon such terms as may seem expedient, and to secure the repayment thereof by redeemable or irredeemable bonds, debentures, or debenture stock (such bonds, debentures, and debenture stock being made payable to bearer or otherwise and issuable or payable either at par or at a premium or discount) or by mortgages, scrip certificates, bills of exchange, or promissory notes, or by any other instrument, or in such other manner as may be determined, and for any such

purposes to mortgage and charge the undertaking and all or any part of the real and personal property and assets of the Company, both present and future, including its uncalled capital, and to confer upon any encumbrancer or trustee for any encumbrancer of uncalled capital such powers of making and enforcing calls, and of refusing to register transfers of shares as may be thought fit, and to allot shares of the Company credited as partly or fully paid up, or issue bonds, debentures, or debenture stock in satisfaction in whole or in part of the purchase price of any property purchased by the Company, or for any valuable consideration.

- (L) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods the performance of the obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of any person, firm or company.
- (M) To lend money to such persons or companies and on such terms with or without security as may seem expedient, and in particular to customers of and persons having dealings with the Company, and to guarantee the performance of contracts by members of or companies or persons having dealings with the Company, and to draw, accept, endorse, discount, issue, buy, sell, and deal in bills of exchange, promissory notes, drafts, bills of lading, coupons, warrants, and other negotiable instruments.
- (N) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation or death, disablement, sickness or other benefit funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances, benefits or emoluments to any persons who are or were at any time in the employment or service of the Company or its predecessors in business or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary or who are or were at any time Directors or officers of the Company or of any such other Company as aforesaid, and holding any employment or office in the Company or any such other company, and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated (in the opinion of the Directors) to be for the benefit of or to advance the interests and well being of the Company or of any such other company as aforesaid and to make payments for or towards the insurance of any such persons as aforesaid and to subscribe or guarantee money for and make gifts to national, charitable or benevolent objects or for any public, general or useful object and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (O) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, bills of lading, warrants and other negotiable or transferable instruments.
- (P) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (Q) 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 or guaranteed or participating or other special rights or restrictions in respect of dividend, profits or repayment of capital or voting 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.

- (R) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed or participating or other special rights or restrictions in respect of dividend or repayment of capital or voting or otherwise, or in debentures, or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (S) To effect insurances against loss of any nature, and in particular against loss by fire, or by reason of the liability of employers for the acts or defaults of their servants or agents, or for injury or death of the persons employed by them.
- (T) To enter into any partnership or any arrangement for sharing profits, union of interests, co-operation, joint venture, reciprocal concession or otherwise with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, exchange or deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such person firm or company.
- (U) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance, directly or indirectly, the objects or interests of this Company, and to acquire and hold or dispose of shares, stocks, or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (V) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on or which may seem to the Company capable of being conveniently carried on or calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (W) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets and rights for the time being of the Company for such consideration as the Directors of the Company may think fit.
- (X) To amalgamate with any other 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 with or without winding up or by sale or purchase (for fully or partly paid up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company or by entering into partnership or any joint purse or profit sharing arrangement by way of joint venture or in any other manner.
- (Y) 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.
- (Z) To cause the Company to be recognised or registered in any foreign country or place.

- (AA) 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, with power to appoint a trustee or trustees, personal or corporate, to hold any property on behalf of the Company and to allow any property to remain outstanding in such trustee or trustees.
- (BB) To do all such other things as are 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 incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere and the intention is that the objects specified in any sub-clause of this Clause shall not except where otherwise expressed in such sub-clause, be in anywise limited or restricted by reference to or inference from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause, but the Company shall have full power to exercise all or any of the powers conferred by any part of this Clause in any part of the world, and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clause of this Clause.

4. The liability of the Members is limited.
5. The share capital of the Company is £20,000 divided into 20,000 shares of £1 each. The Shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.
(See Notes (1),(2).)

Note (1) The initial Share Capital of the Company was £20,000, divided into 20,000 Shares of £1 each and by divers resolutions the authorised share capital has been increased and as a result of a Special Resolution passed on 1st October 1980 the authorised share capital of the Company became £2,150,000 divided into 1,000,000 9-3/4 per cent. Convertible Cumulative Redeemable Preference Shares of £1 each and 4,600,000 Ordinary Shares of 25p each.

Note (2) By Ordinary Resolution passed on 6th September 1989, the authorised Share Capital of the Company was increased from £2,150,000 to £3,500,000 by the creation of an additional 5,400,000 Ordinary Shares of 25p each.

Note (3) The issued 9-3/4 per cent Convertible Cumulative Redeemable Preference Shares of £1 each were converted to Ordinary Shares of 25p each on 7th September 1990 in accordance with the conversion provisions. By Ordinary Resolution passed at the Extraordinary General Meeting of the company held on 12th December 1990, the authorised 1,000,000 9-3/4 percent Convertible Cumulative Redeemable Preference Shares of £1 each were cancelled. Following this cancellation the authorised Share Capital of the company became £2,500,000 divided into 10,000,000 Ordinary Shares of 25p 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
JOHN ANTHONY CLEGG, Cragside, Langley Avenue Bingley Yorks Engineer	One
SYLVIA CLEGG Cragside Langley Avenue Bingley Yorks Married Woman	One

DATED this 3rd day of September 1962

WITNESS to the above Signatures:-

J.EATON
Bradford

Solicitor

No: 00736644

THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

SYLTONE LIMITED

1. PRELIMINARY

1.1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) and as further amended by The Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No. 3373) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Articles of Association of the Company.

1.2 In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

2. ALLOTMENT OF SHARES

2.1 Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the directors who may (subject to section 80 of the Act and to article 2.4 below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

2.2 The directors are generally and unconditionally authorised for the purposes of section 80 of the Act to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority

hereby given may at any time (subject to the said section 80) be renewed, revoked or varied by ordinary resolution.

2.3 The directors are empowered to allot and grant rights to subscribe for or convert securities into shares of the Company pursuant to the authority conferred under article 2.2 above as if section 89(1) of the Act did not apply. This power shall enable the directors so to allot and grant rights to subscribe for or convert securities into shares of the Company after its expiry in pursuance of an offer or agreement so to do made by the Company before its expiry.

3. SHARES

3.1 The lien conferred by regulation 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 in Table A shall be modified accordingly.

3.2 The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

4. GENERAL MEETINGS AND RESOLUTIONS

4.1 Every notice convening 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 notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditors for the time being of the Company.

4.2.1 No business shall be transacted at any general meeting unless a quorum is present. Subject to article 4.2.2 below, two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

4.2.2 If and for so long as the Company has only one member, that member present in person or by proxy or (if that member is a corporation) by a duly authorised representative shall be a quorum.

4.2.3 If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting 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 general meeting a quorum is not present within half an hour from the time appointed therefor such adjourned general meeting shall be dissolved.

4.2.4 Regulations 40 and 41 in Table A shall not apply to the Company.

4.3.1 If and for so long as the Company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting, subject as provided in article 4.3.3 below.

4.3.2 Any decision taken by a sole member pursuant to article 4.3.1 above shall be recorded in writing and delivered by that member to the Company for entry in the Company's minute book.

4.3.3 Resolutions under section 303 of the Act for the removal of a director before the expiration of his period of office and under section 391 of the Act for the removal of an auditor before the expiration of his period of office shall only be considered by the Company in general meeting.

4.4 A member present at a meeting by proxy shall be entitled to speak at the meeting and shall be entitled to one vote on a show of hands. In any case where the same person is appointed proxy for more than one member he shall on a show of hands have as many votes as the number of members for whom he is proxy. Regulation 54 in Table A shall be modified accordingly.

4.5 Unless resolved by ordinary resolution that regulation 62 in Table A shall apply without modification, the appointment of a proxy and any authority under which the proxy is appointed or a copy of such authority certified notarially or in some other way approved by the directors may be deposited or received at the place specified in regulation 62 in Table A up to the commencement of the meeting or (in any case where a poll is taken otherwise than at the meeting) of the taking of the poll or may be handed to the chairman of the meeting prior to the commencement of the business of the meeting.

5. APPOINTMENT OF DIRECTORS

5.1.1 Regulation 64 in Table A shall not apply to the Company.

5.1.2 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution. 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. Whenever the minimum number of directors is 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 regulation 89 in Table A shall be modified accordingly.

5.2 The directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) in Table A shall not apply to the Company.

5.3 No person shall be appointed a director at any general meeting unless either:-

(a) he is recommended by the directors; or

(b) not less than 14 nor more than 35 clear days before the date appointed for the general meeting, notice signed by a member qualified to vote at the general meeting has been given to the Company of the intention to propose that person

for appointment, together with notice signed by that person of his willingness to be appointed.

5.4.1 Subject to article 5.3 above, the Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.

5.4.2 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number determined in accordance with article 5.1.2 above as the maximum number of directors and for the time being in force.

6. BORROWING POWERS

6.1 The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and 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.

7. ALTERNATE DIRECTORS

7.1 Unless otherwise determined by the Company in general meeting by ordinary resolution an alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (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, and the first sentence of regulation 66 in Table A shall be modified accordingly.

7.2 A director, or any such other person as is mentioned in regulation 65 in Table A, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present.

8. GRATUITIES AND PENSIONS

8.1.1 The directors may exercise the powers of the Company conferred by its Memorandum of Association in relation to the payment of pensions, gratuities and other benefits and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

8.1.2 Regulation 87 in Table A shall not apply to the Company.

9. PROCEEDINGS OF DIRECTORS

9.1.1 A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

9.1.2 Each director shall comply with his obligations to disclose his interest in contracts under section 317 of the Act.

9.1.3 Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company.

10. THE SEAL

10.1 If the Company has a seal it shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or second director. The obligation under regulation 6 in Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 in Table A shall not apply to the Company.

10.2 The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

11. INDEMNITY

11.1 Every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, or in connection with any application under section 144 or section 727 of the Act in which relief is granted to him by the Court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this article shall only have effect in so far as its provisions are not avoided by section 310 of the Act.

11.2 The directors shall have power to purchase and maintain for any director, officer or auditor of the Company insurance against any such liability as is referred to in section 310(1) of the Act.

11.3 Regulation 118 in Table A shall not apply to the Company.

12. TRANSFER OF SHARES

12.1 Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such a transfer is executed by or in favour of any bank or institution to whom such shares have been charged by way of security, or by or in favour of any nominee of such a bank or institution, pursuant to the power of sale under such security, and a certificate by any

official of such bank or institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts.