

I hereby certify this to be a true copy of the Memorandum of Association of IBM United Kingdom Limited

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D M CAMPBELL, Secretary

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

IBM UNITED KINGDOM LIMITED

(As amended by Special Resolution passed 27th May 1968)

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1. The name of the Company is "IBM UNITED KINGDOM LIMITED".
  2. The registered office of the Company will be situate in England.
  3. The objects for which the Company is established are:
    - A.
      - 1) To manufacture, buy, sell, lease, let on hire, import, export, repair, maintain, service and otherwise deal in machines, products and equipment relating to and including machines for accounting, calculating, computing or statistical work or for punching and sorting cards or records, or machines of any record controlled or record making type for accounting, recording, calculating, computing or statistical work, and for sorting or otherwise handling or comparing or verifying the data containing records for use in such machines, machines and processes relating to the production or preparation of such cards or records or other operating media and any improvements therein, test scoring machines, bank proof machines, calculating punches, reproducing summary punches, interpreters, collators, cards, electric typewriters, and all kinds of automatic or semi-automatic machines, appliances, equipment, devices and apparatus of all descriptions intended for business or domestic use, or for any other purpose whatsoever together with parts, supplies, accessories, processes and appliances used in connection with the manufacture or utilisation thereof.
      - 2) To set up, organise and maintain offices, establishments or bureaux for the purpose of producing and maintaining statistics, data, accounts, card indices, information and other business records of every kind and description capable

of being produced by or upon any of the aforesaid machines, equipment, devices, apparatus and systems in accordance with the requirements of any customers of the Company.

- 3) To carry on the business of consulting engineers, metallurgists, mechanical engineers, electrical engineers, general engineers, tool makers, metal workers, machinists, and wood workers and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in machinery, materials, articles and things of all kinds.
- 4) To carry on any other trade or business whatsoever which can, in the opinion of the Board, be advantageously carried on by the Company in connection with or as ancillary to the general business of the Company.

B.

- 1) To apply for, purchase or otherwise acquire any patents, licences and like rights, conferring an exclusive or non-exclusive or limited right to use, 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 the rights and information so acquired.
- 2) To purchase, take on lease or in exchange, hire or otherwise acquire and hold, for any estate or interest, any lands, buildings, easements, rights, privileges, concessions, machinery, plant, stock-in-trade, and any real and personal property of any kind necessary or convenient for the Company's business.
- 3) To erect, construct, lay down, enlarge, alter and maintain any buildings, works and machinery necessary or convenient for the Company's business.
- 4) Whether with or without the Company receiving any consideration or advantage direct or indirect therefrom, 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 and the repayment or payment of the principal and premium of and interest on any securities or obligations of any company which is for the time being the Company's holding company (as defined by Section 154 of the Companies Act, 1948) or another subsidiary (as defined by the said Section) of the Company's holding company or otherwise associated with the Company's business.

- 5) To borrow or raise to secure the payment of money for the purposes of or in connection with the Company's business.
- 6) To mortgage and charge the undertaking and all or any of the real and personal property, present or future, and all or any of the uncalled capital for the time being of the Company and to issue at par or at a premium or discount, or for such consideration as may be thought fit, debentures, mortgage debentures and debenture stock, payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- 7) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company, or of its customers or other persons or corporations having dealings with the Company including in particular (but without prejudice to the generality of the foregoing) as collateral security for any guarantee given by the Company or for any obligation of any subsidiary company of the Company for the time being or of any company of which the Company is for the time being a subsidiary company, as defined by Section 154 of the Companies Act, 1948.
- 8) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the debts and contracts of customers and others.
- 9) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- 10) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, 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 company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested, 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 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 or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition 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.

- 11) To make, accept, endorse and execute promissory notes, bills of exchange and other negotiable instruments.
- 12) To invest and deal with the moneys of the Company not immediately required in or upon such securities and in such manner as may from time to time be determined.
- 13) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- 14) 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 rights in respect of dividend or repayment of capital 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.
- 15) To enter into partnership or any joint purse arrangement or any arrangement for sharing profits, union of interests or co-operation 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 shares, stock or securities of any such company.
- 16) 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 or shall be in any manner calculated to advance, directly or indirectly, the objects or interests of this Company, and to acquire and hold shares, stock or securities of and guarantee the payment of any securities issued by or any other obligation of any such company.
- 17) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person or company carrying on any business which this

Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.

- 18) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights of and over, and in any other manner deal with or dispose of the undertaking and all or any of the property for the time being of the Company for such consideration as the Company may think fit.
- 19) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership or in any other manner.
- 20) 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.
- 21) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise, and to do all such other things as are incidental or conducive to the above objects or any of them.

It is hereby declared that the intention is that each of the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be an independent main object and be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The Liability of the members is limited.
5. \*The share capital of the Company is £2, divided into 2 shares of £1 each.

\*By resolution passed the 18th day of February, 1963, the capital of the Company was increased to £1,200,002 by the creation of 1,200,000 new shares of £1 each.

By Resolution passed the 23rd day of September 1963, the capital of the Company was increased to £1,427,000 by the creation of 226,998 new shares of £1 each.

By Resolution passed on 1st day of December 1992, the capital of the Company was increased to £451,427,000 by the creation of 450,000,000 new shares of £1 each.

By Resolution passed on the 9th day of June 1993, the capital of the Company was increased to £551,427,000 by the creation of 100,000,000 new 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.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Number of  
shares taken  
by each  
subscriber

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M.S. GANPELL, 17 Throgmorton Avenue, London,  
E.C.2, Solicitor

One

C.A. GANE, 17 Throgmorton Avenue, London,  
E.C.2, Solicitor

One

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Dated the 8th day of November, 1962

Witness to the Above Signatures -

MARGARET A. BECK,  
17 Throgmorton Avenue,  
London, E.C.2.  
Secretary.