

No. of Company 939069

The Companies Acts 1948 to 1976

COMPANY LIMITED BY SHARES

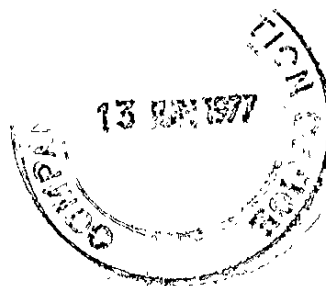
# Memorandum and Articles of Association of

COMMUNICATION & CONTROL ENGINEERING CO. LIMITED

(Incorporated the 19th day of September, 1968)

**Jordan & Sons Limited**

Legal and Information Services, Printers and Publishers  
Jordan House 47 Brunswick Place London N1 6EE  
Telephone 01-253 3030 Telex 261010



THE COMPANIES ACTS, 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

COMMUNICATIONS & CONTROL ENGINEERING CO. LIMITED

CERTIFICATION

WE HEREBY CERTIFY that the Joint Memorandum of Association made to this company's Memorandum of Association by filed resolutions and is lodged in compliance with the requirements of the European Communities Act 1972.

DATED 10/6/77.  
P.P. JORDAN & SONS LIMITED

1. The Name of the Company is "COMMUNICATIONS & CONTROL ENGINEERING CO. LIMITED".

2. The Registered Office of the Company will be situated in England.

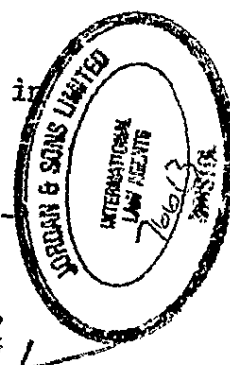
3. The Objects for which the Company is established are:-

(A) To carry on all or any of the business of Electronic Engineers; Electrical Engineers and Contractors; Designers, Developers, Manufacturers, Installers, Repairers and Factors of Mining Equipment and of Electrical and Household Goods, Devices and Appliances of every description; Cable Manufacturers and Joiners; Heating, Lighting, Ventilation, Communication and Television Engineers; Mechanical, Mining and General Engineers; and Inventors, Consultants and Agents in regard to the foregoing trades and businesses.

(B) To manufacture, buy, sell, maintain, repair and deal in plant, machinery, tools, articles and things of all kinds capable of being used for the purpose of the above-mentioned businesses or any of them, or likely to be required by customers of, or persons having dealings with the Company.

(C) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

(D) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently



used with, or may enhance the value of any other property of the Company.

(E) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.

(F) 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, 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 in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.

(G) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

(H) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(I) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.

(J) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.

(K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

(L) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(M) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(N) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, company, firm, or person, any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.

(O) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.

(P) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.

(Q) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(R) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company,

or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.

(S) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, widows, children, and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependants.

(T) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(U) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any company purchasing the same.

(V) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.

(W) To procure the Company to be registered or recognised in any part of the world.

(X) 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 expressly declared that each Sub-Clause of this 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 £100,000 divided into 100,000 Shares of £1 each.

\* By Ordinary Resolutions dated 1st July 1975 and 21st February 1977 the Share Capital of the Company was increased from £10,000 divided into Shares of £1 each.

THE COMPANIES ACTS, 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

COMMUNICATIONS & CONTROL ENGINEERING CO. LIMITED  
(As amended by Special Resolutions dated 28th February 1969,  
1st July 1975 and 21st February 1977)

CERTIFICATION

WE HEREBY CERTIFY that this print  
incorporates all alterations made to  
this Company's Articles of  
Association by filed resolutions and  
is lodged in compliance with the  
requirements of the European  
Communities Act 1972.

DATED 10/6/77.

P.D. JORDAN & SONS LIMITED

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 4, 24, 53, 62, 75 and 79 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.

2. The Company is a Private Company and Clauses 2, 3, 4 and 5 (but not Clause 1) in Part II of Table A shall also apply to the Company.

SHARE CAPITAL AND SHARES

3. The Share Capital of the Company at the date of the adoption of this Article is £100,000 divided into 100,000 Preferred Ordinary Shares of £1 each ('The Preferred Ordinary Shares') and 90,000 Ordinary Shares of £1 each.

The rights attaching to the said respective classes of shares shall be as follows:-

(A) As regards income.

The profits which the Company may determine to distribute in respect of any financial year shall be applied in the first place in paying to the holders of the Preferred Ordinary Shares a fixed cumulative preferential dividend at the rate of 6.3 pence per share per annum on the capital paid up or credited as paid up on the Preferred Ordinary Shares held by them respectively and to be payable half-yearly on the 31st day of March and the 30th day of September in every year; next and subject thereto in paying to the holders of the Ordinary Shares a dividend for such year up to the rate of 6.3 pence per share

per annum on the capital paid up or credited as paid up on the Ordinary Shares held by them respectively; and subject thereto the balance of the said profits shall be distributed amongst the holders of the Preferred Ordinary and Ordinary Shares (pari passu as if the same constituted one class of share) according to the amounts paid up or credited as paid up on the Preferred Ordinary and Ordinary Shares held by them respectively.

(B) As regards capital.

On a return of assets on liquidation or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be applied first in paying to the holders of the Preferred Ordinary Shares the sum of 20 pence per share together with a sum equal to any arrears deficiency or accruals of the fixed cumulative dividend on the Preferred Ordinary Share to be calculated down to the date of the return of capital and to be payable irrespective of whether such dividend has been declared or earned or not; next and subject thereto in paying to the holders of the Ordinary Shares the sum of 25 pence per share; and the balance of such assets shall belong to and be distributed amongst the holders of the Preferred Ordinary Shares and Ordinary Shares (pari passu as if the same constituted one class of share) in proportion to the amounts paid up or credited as paid up on the Preferred Ordinary Shares and Ordinary Shares held by them respectively.

(C) As regard conversion.

The holders of the Preferred Ordinary Shares shall be entitled at any time to convert the whole but not a part only of the Preferred Ordinary Shares into Ordinary Shares and the following provisions shall have effect:-

(i) Such conversion shall be effected either by notice in writing signed by the holder or holders of the majority of the Preferred Ordinary Shares given to the Company or by an Ordinary Resolution passed at a separate meeting of the holders of the Preferred Ordinary Shares which meeting shall be convened by the Directors forthwith upon the request in writing of any holder of such shares.

(ii) Conversion of the Preferred Ordinary Shares into Ordinary Shares shall take effect immediately upon the date of delivery of such notice to the Company or (as the case may be) upon the date on which such resolution is passed (hereinafter called "the date of conversion").

(iii) Forthwith after the date of conversion the holders of the Ordinary Shares resulting from conversion shall send to the Company the certificates in respect of their respective holdings of Preferred Ordinary Shares and the Company shall issue to such holders respectively certificates for the Ordinary Shares resulting from the conversion.



(iv) The Ordinary Shares resulting from conversion shall rank *pari passu* in all respects with the remaining Ordinary Shares in the capital of the Company.

4. Whenever the capital of the Company is divided into different classes of shares the special rights attached to any class may be varied or abrogated, either whilst the Company is a going concern or during or in contemplation of a winding up, with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an Extraordinary Resolution passed at a separate meeting of the holders of the shares of that class but not otherwise. To every such separate meeting all the provisions of these Articles relating to General Meetings of the Company or to the proceedings thereat shall, *mutatis mutandis*, apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present those Members who are present shall be a quorum), and that the holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively. Provided that, without prejudice to the generality of this Article, the special rights attached to the Preferred Ordinary Shares shall be deemed to be varied:-

(A) by any alteration or increase or reduction of the authorised or issued capital of the Company, or by any variation of any of the rights attached to any of the shares for the time being in the capital of the Company; or

(B) by the sale of the undertaking of the Company or any substantial part thereof; or

(C) by any alteration or relaxation of the restrictions on the powers of the Directors to borrow give guarantees or create charges contained in Article 17; or

(D) by the application by way of capitalisation of any sum in or towards paying up any debentures or debenture stock (whether secured or unsecured) of the Company.

5. The original Share Capital of the Company is £10,000 divided into Ten Thousand Shares of £1 each.

6. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

7. Notwithstanding any other provisions of these Articles, if the Directors shall determine to make an issue of any shares

forming part of the equity share capital of the Company they shall be bound to offer for subscription to Industrial and Commercial Finance Corporation Limited (in these Articles referred to as "I.C.F.C.") and to any subsidiary of I.C.F.C. for the time being holding shares in the capital of the Company such a proportion of the shares which the Directors determine to issue as the aggregate nominal value of shares in the equity share capital of the Company for the time being held by I.C.F.C. or such subsidiary of I.C.F.C. (as the case may be) bears to the total issued equity share capital of the Company and such offer to I.C.F.C. and any such subsidiary of I.C.F.C. (as the case may be) shall be made on the like terms and conditions as to payment and otherwise as the issue of the remainder of such shares and so that such shares shall at the request of I.C.F.C. be registered in the name or names of I.C.F.C. or one or more of the subsidiaries of I.C.F.C.

8. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and to all Shares 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.

#### TRANSFER OF SHARES

9. In the event of the death of any Member (including a Director) the Directors may at any time within twelve calendar months from the date on which the legal personal representatives of the deceased Member obtain a Grant of Probate of the Will or Letters of Administration of the estate of the deceased Member call upon the said legal personal representatives to sell the Shares standing in the name of the deceased Member to any such person as may be nominated by the Directors at the fair value thereof as certified by the Auditor of the Company and if the said legal personal representatives do not comply with such call within the period of fourteen days the Company may, at the expiration of such period, receive the purchase money on behalf of the person entitled thereto and may authorise some person to execute a transfer of the Shares in favour of the purchaser who shall thereupon be registered as the Holder of the Shares.

10. Notwithstanding any other provisions of these Articles, a transfer of shares in the Company or any such shares from time to time held by I.C.F.C. or by any subsidiary of I.C.F.C. may be made from time to time between I.C.F.C. and any subsidiary of I.C.F.C. or from one such subsidiary to another without restriction as to price or otherwise.

11. The instrument of transfer of a fully paid Share need not be executed by or on behalf of the transferee and Clause 22 in Part I of Table A shall be modified accordingly.

#### GENERAL MEETINGS

12. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, 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 Auditor for the time being of the Company.

13. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

#### VOTES OF MEMBERS

14. Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these Articles, on a show of hands every Member who (being an individual) is present in person or (being a corporation) is present by a representative or proxy not being himself a Member, shall have one vote, and on a poll every Member who is present in person or by proxy or (being a corporation) is present by a representative shall (except as hereinafter provided) have one vote for every £1 in nominal amount of shares in the capital of the Company of which he is the holder;

Provided that the Preferred Ordinary Shares shall entitle the holders thereof to receive notice of all General Meetings but shall not entitle the holders to attend or vote at any General Meeting unless either:-

(A) At the date of the notice or requisition to convene the meeting the fixed cumulative dividend on the Preferred Ordinary Shares is six months in arrear and so that for this purpose such dividend on the Preferred Ordinary Shares shall be deemed to be payable half-yearly on the 31st day of March and the 30th day of September in every year; or

(B) The business of the meeting includes the consideration of a resolution for winding-up the Company;

Provided further that on any resolution referred to in paragraph (B) of this Article the holders of the Preferred Ordinary Shares shall upon a poll as a class have between them such number of votes as shall exceed by one vote one-third of the total number of votes exercisable in General Meeting

by the Members of the Company in respect of their holdings of shares other than Preferred Ordinary Shares and in the event of there being more than one such holder of Preferred Ordinary Shares each such holder shall have a rateable proportion (calculated in accordance with the number of Preferred Ordinary Shares held by him) of the number of votes exercisable by the Preferred Ordinary Shareholders as a class; and for the purpose of calculating the number of votes to which the Preferred Ordinary Shareholders either separately or as a class are entitled under this Article any fraction of a vote shall be treated as one vote.

#### DIRECTORS

15. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than two nor more than five.

16. The following persons shall be the first Directors of the Company:-

John Keeling Walker and  
Gerald Beetles.

17. Subject as hereinafter provided the Directors may exercise all the powers of the Company (whether express or implied)

(A) of borrowing or securing the payment of money

(B) of guaranteeing the payment of money and the fulfilment of obligations and the performance of contracts and

(C) of mortgaging or charging the property assets and uncalled capital of the Company and issuing debentures but so that:-

(i) the Directors of the Company shall procure that the aggregate of the amounts for the time being remaining undischarged by virtue of any of the foregoing operations and of the amounts for the time being remaining undischarged by virtue of any like operations by any subsidiary or subsidiaries of the Company (including any liability (whether ascertained or contingent) under any guarantee for the time being in force but excluding inter-company loans, mortgages and charges) shall not at any time without the previous sanction of the holders of the Preferred Ordinary shares given in accordance with the provisions of Article 4 hereof exceed a sum equal to the aggregate of the nominal amount of the share capital of the Company for the time being issued and paid up or credited as paid up and the amounts for the time being standing to the credit of the capital and revenue reserves and share premium account of the Company

(excluding any amounts arising from any writing up of the book values of any capital assets any amounts attributable to goodwill and minority interests and any amounts set aside for future taxation) all as shown by the then latest audited Balance Sheet of the Company;

(ii) no such sanction shall be required to the borrowing of any sum of money intended to be applied in the repayment (with or without premium) of any monies than already borrowed and outstanding, notwithstanding that the same may result in such limit being exceeded;

(iii) no lender or other person dealing with the Company shall be concerned to see or enquire whether the limit imposed by this Article is observed and no debt or liability incurred in excess of such limit shall be invalid and no security given for the same shall be invalid or ineffectual except in the case of express notice to the lender or recipient of the security or person to whom the liability is incurred at the time when the debt or liability was incurred or the security given that the limit hereby imposed has been or was thereby exceeded;

(iv) except with the previous sanction of the holders of the Preferred Ordinary Shares given in accordance with the provisions of Article 4 hereof no mortgage or charge shall be created on any part of the undertaking, property or assets of the Company or any subsidiary of the Company except in favour of I.C.F.C. or for the purpose of securing monies borrowed from bankers with interest thereon and bank charges.

18. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part J of Table A shall be modified accordingly.

#### WINDING UP

19. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the Shares held by them respectively, and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the holders of Shares (if any) issued upon special conditions.