

Number of } 1005071  
Company }

The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

(Pursuant to s. 378 of the Companies Act 1985)

OF

FAIREY NUCLEAR LIMITED

=====  
Passed March 23, 1988  
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At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at Cranford Lane, Heston, Hounslow, Middlesex on the 23rd day of March 1988, the following SPECIAL RESOLUTION was duly passed, viz.:-

RESOLUTION

That the regulations contained in the printed document submitted to this Meeting and, for the purpose of identification subscribed by the Chairman thereof, be and the same are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing regulations thereof.

SIGNATURE: .....

*James J. Miller*

To be signed by the  
Chairman, a Director,  
or the Secretary of  
the Company.

NOTE - To be filed within 15 days after passing of the Resolution



Number 1005071

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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MEMORANDUM

AND

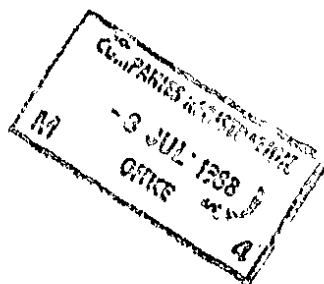
ARTICLES OF ASSOCIATION

OF

FAIREY NUCLEAR LIMITED

(incorporated on 17th March 1971)

Reprinted on 3rd May 1988



THE COMPANIES ACTS 1948 to 1967

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COMPANY LIMITED BY SHARES

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MEMORANDUM OF ASSOCIATION

OF

FAIREY NUCLEAR LIMITED

(as amended by Special Resolution  
passed on 9th June 1987)

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1. The name of the Company is "FAIREY NUCLEAR LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (A) To design, develop, assemble, construct, manufacture and supply and to buy, sell and deal in nuclear reactors and components of all types for industrial, commercial, research, educational, medical, nutritional and any other purposes and all kinds of speciality and other auxiliaries, control equipment, apparatus, appliances and instruments used in connection therewith; and to carry out and provide facilities for nuclear engineering and design, development and research work of every description; and to undertake the design, construction, erection and equipment of nuclear power stations and to carry on the business of building, civil engineering and public works contractors in all its branches; and to act as consultants in connection with any of the foregoing.
  - (B) To carry on the business of electrical, mechanical, chemical, heating, electronic and nuclear engineers and producers and suppliers of electrical, thermal, nuclear and other forms of power and light for all purposes, and of manufacturers, designers, suppliers, repairers and hirers of and dealers in every description of mechanical, electrical and nuclear machinery and apparatus and all kinds of control equipment, appliances, articles and things used or capable of being used in connection with the generation, distribution, supply, accumulation and utilisation of electrical, nuclear and other forms of power and light.

- (C) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any business which the Company is authorised to carry on or may seem to the Company calculated directly or indirectly to benefit the Company, or to enhance the value of or render profitable any of the Company's properties or rights.
- (D) To acquire and carry on all or any part of the business or property and to undertake any liabilities of any person or company possessed of property suitable for any of the purposes of the Company, or carrying on any business which the Company is authorised to carry on, and upon any terms and for any consideration, and in particular for cash or in consideration of the issue of shares, securities or obligations of the Company.
- (E) To enter into partnership or into any arrangement for sharing profits, union of interest, joint adventure, reciprocal concession or co-operation with any person or company carrying on, engaged in, or about to carry on or engage in, any business or transaction which the Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to take or otherwise acquire and hold, sell or otherwise deal with shares, securities or obligations of, and to subsidise or otherwise assist any such person or company.
- (F) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, rights or privileges which the Company may think suitable or convenient for any purposes of its business and to erect, construct and equip buildings and works of all kinds.
- (G) 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.
- (H) To purchase, subscribe for or otherwise acquire, and to hold the shares, securities or obligations of any company in the United Kingdom or elsewhere.
- (I) To invest the moneys of the Company in or upon such shares, securities and investments and in such manner as may from time to time be determined.

- (J) To borrow or raise or secure the payment of money in such manner and upon such terms as the Company may think fit and to enter into any guarantee, contract of indemnity or suretyship whether by personal covenant or otherwise and in particular but without limiting the generality of the foregoing to guarantee the payment of any money secured by or payable under or in respect of any shares, debentures, charges, contracts or securities or obligations of any kind of any person, firm, authority or company, British or foreign, including in particular but without limiting the generality of the foregoing any company which is, (within the meaning of Section 154 of the Companies Act 1948 or any statutory re-enactment or modification thereof) in relation to the Company a subsidiary or a holding company or a subsidiary of any such holding company and for any of such purposes to mortgage or charge the undertaking and all or any part of the property and rights of the Company both present and future, including uncalled capital, and to create and issue redeemable debentures or debenture stock, bonds or other obligations.
- (K) 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 of any other person or company having dealings with the Company, or in whose business or undertaking the Company is interested.
- (L) To draw, make, accept, indorse, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants and other negotiable or transferable instruments.
- (M) To lend money to such persons, upon such terms and subject to such conditions, as may seem expedient.
- (N) To sell, let, develop, dispose of or otherwise deal with the undertaking or all or any part of the property of the Company, upon any terms, with power to accept as the consideration any shares, securities or obligations of or interest in any other company.
- (O) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company and the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting shares, debentures, debenture stock, securities or obligations.
- (P) To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, and to obtain from any such government or authority any rights, concessions and privileges that may seem conducive to the Company's objects or any of them.

- (Q) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension, provident 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.
- (R) To promote any company or companies for the purposes of its or their 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 this Company and to pay all the expenses of or incidental to such promotions.
- (S) To amalgamate with any other company.
- (T) To distribute any of the Company's property or assets among the members in specie.
- (U) To cause the Company to be registered or recognised in any foreign country.
- (V) To do all or any of the above things in any part of the world, and either as principals, agents, trustees or otherwise, and either alone or in conjunction with others, and by or through agents, sub-contractors, trustees or otherwise.
- (W) To do all such other things as the Company may deem incidental or conducive to the attainment of any of the above objects of the Company.

- \* (ZZ) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligations by any person firm or company (including without prejudice to the generality of the foregoing any such holding company, sub., fellow subsidiary or associated company as aforesaid) in particular, subject to and in accordance with a due observance with the provisions of Sections 155 to 158 (inclusive) of the Companies Act 1985 ("the Act") so far as such provisions shall be applicable, to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.

And it is hereby declared that the word "company" save where used in reference to this Company in this clause, 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 each of the objects specified in each 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 £50,000 divided into 50,000 Shares of £1 each.\*\*

\* This sub-clause added by special resolution on 9th June 1987.

\*\* The share capital of the Company was changed from £100 divided into 100 ordinary shares, on

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
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TERENCE LEONARD BURRETT 17 Throgmorton Avenue, London, E.C.2.	1
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RICHARD JAMES STEPHEN BETHELL-JONES 17 Throgmorton Avenue, London, E.C.2.	1
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DATED this 5th day of March 1971

Witness to the above Signatures:-

Shirley Smith,  
17, Throgmorton Avenue,  
London, E.C.2.

Secretary



THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

of

FAIREY NUCLEAR LIMITED

(Adopted by Special Resolution  
passed on 23rd March 1988)

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TABLE A

1. Subject as otherwise provided in these articles, the regulations in Table A in the Companies (Tables A to F) Regulations 1985 (in these Articles hereafter referred to as "Table A") shall apply to the Company. The regulations in Table A Part I and II in the First Schedule to the Companies Act 1948 shall not apply to the Company.
2. The following provisions of Table A shall not apply to the Company - regulation 94 and regulation 95.

SHARE CAPITAL

3. The share capital of the Company is £50,000 divided into 50,000 ordinary shares of £1 each.

SHARES

- 4.1 Subject to the provisions of the Companies Act 1985 all unissued shares for the time being in the capital of the Company shall be at the disposal of the directors, and they may (subject as aforesaid) allot, issue, grant options over, or otherwise dispose of them to such persons, on such terms and conditions, and at such times as they think fit.
- 4.2 Sections 89(1) and 90(1) to (6) of the Companies Act 1985 shall not apply to the Company.
- 4.3 In Regulation 3 of Table A the words "the articles" shall be deleted and shall be replaced by the words "the resolution authorising the issue".

## VOTES OF MEMBERS

5. Regulation 62 of Table A, as applicable to the Company, shall be construed with the omission of the words "not less than 48 hours" and "not less than 24 hours".

## DIRECTORS

6. A director shall not be required to vacate his office and no person shall be ineligible for appointment or re-appointment as a director by reason of his attaining the age of seventy or any other age.

## ALTERNATE DIRECTORS

- 7.1 Each director shall have the power at any time to appoint as an alternate director either (i) another director or (ii) any other person approved for that purpose by a resolution of the directors and willing to act or (iii) any director of the immediate holding company for the time being of the Company or of any subsidiary of such holding company, and, at any time, to terminate such appointment.
- 7.2 The appointment of an alternate director shall automatically determine on the happening of any of the following events:-
  - (a) if his appointor shall terminate the appointment;
  - (b) on the happening of any event which, if he were a director, would cause him to vacate the office of director;
  - (c) if by writing under his hand left at the registered office of the Company he shall resign such appointment; or
  - (d) if his appointor shall cease for any reason to be a director.
- 7.3 An alternate director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the directors and of any committee of the directors of which his appointor is a member and to attend and to vote and be counted for the purpose of a quorum at any such meeting as a director at any such meeting at which his appointor is not personally present nor deemed to be present for the purposes of Article 10 and generally in the absence of his appointor to perform and exercise all functions, rights, powers and duties as a director of his appointor and to receive notice of all general meetings. Every alternate director shall be entitled in the absence from the United Kingdom of his appointor to sign in his place a resolution in writing of the directors pursuant to regulation 93 of Table A or to agree to a resolution for the purposes of article 10.

- 7.4 An alternate director may be repaid by the Company such expenses as might properly be repaid to him if he were a director but shall not in respect of such appointment be entitled to receive any remuneration from the Company. An alternate director shall be entitled to be indemnified by the Company to the same extent as if he were a director.
- 7.5 An alternate director shall, during his appointment, be an officer of the Company and shall not be deemed to be an agent of his appointor.
- 7.6 Subject to the provisions of this article, the provisions of these articles of association and of the regulations of Table A which apply to the Company relating to directors shall apply to every alternate director except that he shall not have power as such alternate director to appoint any director or other person as his alternate.
- 7.7 Every appointment and removal of an alternate director shall be in writing signed by or on behalf of the director making or revoking the appointment or in any other manner approved by the directors and shall take effect (subject to any approval required by paragraph (1) of this article) upon receipt of such written appointment or removal at the registered office of the Company or by the secretary or at such later date as may be specified.
- 7.8 A director or any other person may act as alternate director to represent more than one director and an alternate director shall be entitled at meetings of the directors or 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 (subject to Article 10) count as only one for the purpose of determining whether a quorum is present.
- 7.9 Regulations 65 to 69 (inclusive) of Table A shall not apply to the Company.

#### INTEREST OF DIRECTORS

- 8.1 Regulations 94 and 95 of Table A shall not apply to the Company.
- 8.2 A director may, notwithstanding his interest, vote in respect of any contract or arrangement with the Company in which he is interested, directly or indirectly, and be taken into account for the purposes of a quorum and may retain for his own absolute use and benefit all profits and advantages accruing to him.

## APPOINTMENT AND REMOVAL OF DIRECTORS

- 9.1 The immediate holding company, as defined by Section 736 of the Companies Act 1985, (if any) for the time being of the Company may appoint any person to be a director or remove any director from office. Every such appointment or removal shall be in writing and signed by or on behalf of the said holding company and shall take effect upon receipt at the registered office of the Company or by the secretary or at such later time as may be stated in such appointment or removal.
- 9.2 Whilst the Company is a subsidiary, the directors shall have power to appoint any person to be a director either to fill a casual vacancy or as an addition to the existing directors, subject to any maximum for the time being in force, and any director so appointed shall hold office until he is removed pursuant to article 9.1 or under regulation 81 of Table A.
- 9.3 While the Company is a subsidiary, regulations 73 to 79 (inclusive) of Table A shall not apply to the Company and all references elsewhere in Table A to retirement by rotation shall be modified accordingly.

## PROCEEDINGS OF DIRECTORS

- 10.1 A resolution agreed upon by directors (not being less than the number of directors required to form a quorum of the directors) shall be valid and effectual whether or not it shall be passed at a meeting of the directors duly convened and held.
- 10.2 The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall be two.
- 10.3 For the purposes of determining whether the quorum necessary for the transaction of the business of the directors exists, there shall be counted in the quorum:
  - (a) in the case of a resolution agreed by directors in telephonic communication, all such directors;
  - (b) in the case of a meeting of directors, in addition to the directors present at the meeting, any director in telephonic communication with such meeting.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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TERENCE LEONARD BURRETT,  
17, Throgmorton Avenue,  
London, E.C.2.

Solicitor's Articled Clerk

RICHARD JAMES STEPHEN BETHELL-JONES  
17 Throgmorton Avenue,  
London, E.C.2.

Solicitor.

Dated the 5th day of March 1971.

Witness to the above Signatures:-

Shirley Smith,  
17, Throgmorton Avenue,  
London, E.C.2.

Secretary