

The Companies Acts 1985-89

A Private Company Limited by Shares

Articles of Association

Custom Micro Products Limited

(Company number: 01015185)

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(Adopted by a special resolution passed on 7 July.....2004)

Preliminary

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (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 regulations of the Company.
- (b) In these Articles the expression "the Act" means the Companies Act 1985 as amended by the Companies Act 1989, 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.

Allotment of shares

2. (a) 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 paragraph (c) 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.
- (b) In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.
- (c) 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

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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 of the Company in General Meeting.

Shares

3. The lien conferred by Clause 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, but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to any amount payable in respect of it including all dividends payable thereon. Clause 8 in Table A shall be modified accordingly.
4. 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 Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

Transfer of shares

5. The transferor of a share shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof.
6. Clause 24 in Table A shall not apply to the Company. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

General Meetings and Resolutions

7. (a) A notice convening a General Meeting shall be required to specify the general nature of the business to be transacted in the case of special business only and Clause 38 in Table A shall be modified accordingly. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets and the

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reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

- (b) 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 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.
8. (a) Clause 40 in Table A shall be read and construed as if the words "at the time when the meeting proceeds to business" were added at the end of the first sentence.
- (b) If the Company has only one Member, that Member present in person or by proxy or (if that Member is a Corporation) a duly authorised representative shall be a quorum and Clause 40 in Table A shall be modified accordingly.
9. (a) A General Meeting or a meeting of any class of Members of the Company may consist of a conference between Members some or all of whom are in different places provided that each Member who participates is able:
- (i) to hear each of the other participating Members addressing the meeting; and
 - (ii) if he so wishes, to address all of the other participating Members simultaneously,

whether directly by conference telephone or by any other form of communications equipment (whether or not such equipment is available when this Article is adopted) or by a combination of those methods.

- (b) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of Members required to form a quorum.
- (c) A meeting held in this way is deemed to take place at the place where the largest group of participating Members is assembled or, if no such group is readily identifiable, at the place from where the Chairman of the meeting participates.
- (d) A resolution put to the vote of a meeting shall be decided by each Member indicating to the Chairman (in such manner as the Chairman may direct) whether the Member votes in favour of or against the resolution or abstains. Clause 46 in Table A shall be modified accordingly.

- (e) References in this Article 9 to Members shall include their duly appointed proxies and, in the case of corporate Members, their duly authorised representatives.
 - (f) 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.
 - (g) Clause 41 in Table A shall not apply to the Company.
10. (a) Clause 53 in Table A shall not apply to the Company. A resolution in writing signed by or on behalf of all the Members of the Company who would be entitled to vote on it if it had been proposed at a General Meeting or at a meeting of any class of Members of the Company shall be as valid and effectual as if it had been passed at a General Meeting or at such class meeting (as the case may be) duly convened and held. The resolution may be contained in one document or in several documents each stating the terms of the resolution accurately and signed by or on behalf of one or more of the Members. This Article is in addition to, and not limited by, the provisions in Sections 381A, 381B and 381C of the Act.
- (b) Paragraph (a) shall apply as if the word "signed" included "approved by letter, electronic mail or facsimile".
11. (a) Any instrument appointing a proxy may, unless otherwise provided by a Notice of General Meeting, be deposited at the registered office or the principal place of business of the Company at any time prior to the time of the meeting specified in such Notice or (as the case may be) prior to the time appointed for the taking of a poll. For the purposes of this Article 11, any instrument appointing a proxy shall be deemed to be deposited at the registered office or principal place of business of the Company if received there by facsimile transmission.
- (b) In the case of a proxy appointed by a corporation, the instrument of appointment may be executed by a director or the secretary or any other senior representative of the appointor and, unless the Chairman of the meeting (or, as the case may be, the person conducting the poll) has cause to doubt the authority of the person so executing such instrument (in which case the meeting shall be adjourned, or the taking of the poll shall be postponed, for 24

hours), no evidence shall be required of the authority under which such instrument is executed. In any other case where an instrument appointing a proxy is executed on behalf of the appointor, the authority under which it is executed (or a copy of such authority certified notarially or in some other way appointed by the directors) shall be deposited together with the instrument itself in accordance with paragraph (a) of this Article 11.

(c) Any instrument appointing a proxy which is not deposited as aforesaid (together, if applicable, with evidence as aforesaid of the authority under which it is executed) shall be invalid.

(d) Clause 62 in Table A shall not apply to the Company.

12. If the Company has only one Member and that Member makes a decision which is required to be taken in General Meeting or by a written resolution, that decision shall be as valid and effective as if agreed by the Company in a General Meeting save that this paragraph shall not apply to resolutions passed pursuant to section 303 and 391 of the Act. Any decisions shall be recorded in writing and delivered by that Member to the Company for entry in the Company's Minute Book.

Appointment of directors

13. (a) Clause 64 in Table A shall not apply to the Company.

(b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. 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 the Directors shall be 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 Clause 89 in Table A shall be modified accordingly.

(c) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) and the last sentence of Clause 84 in Table A shall not apply to the Company.

(d) The Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

(e) 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 paragraph (b) above as the maximum number of Directors and for the time being in force.

- (f) Without prejudice to the powers of the Company under Section 303 of the Act to remove a Director by Ordinary Resolution, the holder or holders for the time being of more than one half of the issued Ordinary shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a Director or Directors either as additional Director or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same or in the case of a Member being a company signed on its behalf by one of its directors or other authorised signatories and shall take effect upon lodgement at the registered office of the Company.

Alternate directors

14. (a) Each Director shall have the power at any time to appoint as an alternate Director either another Director or any other person and, at any time, to terminate such appointment. Every appointment and termination of appointment of an alternate Director shall be in writing (which shall include electronic mail and facsimile transmission) signed by the Director making or terminating the appointment and shall (unless the Directors agree otherwise) only take effect upon receipt of such written appointment or removal at the registered office or principal place of business of the Company or upon presentation of such written appointment or removal at a meeting of the Board.
- (b) An alternate Director so appointed shall not be entitled as such to receive any remuneration from the Company except only 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, but shall otherwise be subject to the provisions of these Articles with respect to Directors. 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, and his appointor shall not be liable for the acts and defaults of the alternate Director.
- (c) An alternate Director shall (subject to his giving to the Company an address at which notice 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 as a Director at any such meeting at which his appointor is not personally present and generally in the absence of his appointor to perform and exercise all functions, rights, powers

and duties as a Director of his appointor (except that an alternate Director shall not himself be entitled to appoint an alternate Director) and to receive notice of all General Meetings.

- (d) The appointment of an alternate Director shall automatically determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor shall cease for any reason to be a Director.
- (e) 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 count as only one for the purpose of determining whether a quorum is present.
- (f) The provisions of Clauses 65 to 69 (inclusive) in Table A shall not apply.

Directors' appointments and interests

- 15. Clauses 84 and 85 in Table A shall apply to Directors (but not to alternate Directors) subject to the following modifications:
 - (a) Without prejudice to the generality of Clause 84 in Table A, a Director may act by himself or his firm in a professional capacity to the Company (except that of auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a Director.
 - (b) Without prejudice to the provisions of Clause 85(b) in Table A, a Director may also exercise the voting power conferred by shares in any other body corporate in any manner and in all respects as he thinks fit, including the exercise thereof in favour of any resolution appointing him or any of the other Directors a director or officer or employee of such other company or voting or providing for the payment of remuneration to the director or officer or employee of any other body corporate.
- 16. Without prejudice to the generality of Clause 86(a) in Table A a general notice to the Directors by a Director that he is a member of any specified firm or company and is to be regarded as interested in any contract, matter or arrangement which may after the date of the notice be made or arise with such firm or company shall (if such Director shall give the same at a meeting of the Directors or shall take reasonable steps to secure that the same is brought up and read at the next meeting of Directors after it is given) be a sufficient declaration of interest in relation to such contract, matter or

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arrangement for the purposes of Clause 85 in Table A and after such general notice is given it shall not be necessary to give any further notice relating to any particular contract, matter or arrangement with such firm or company.

Meetings by telephone

17. The contemporaneous linking together by telephone of a number of the Directors not less than the quorum and the Secretary, wherever in the world they are, shall be deemed to constitute a meeting of the Directors so long as the following conditions are met:
- (a) All the Directors for the time being entitled to receive notice of any meeting of the Directors (including any alternate Director) shall be entitled to notice of any meeting by telephone and (except for alternate Directors whose appointors are so linked) to be linked by telephone for the purpose of such meeting. Notice of any such meeting may be given by telephone.
 - (b) Each of the Directors taking part and the Secretary must be able to hear each of the other Directors taking part subject as hereinafter mentioned throughout the meeting.
 - (c) At the commencement of the meeting each Director must acknowledge his presence to all the other Directors taking part.
 - (d) Unless he has previously obtained the consent of the Chairman of the meeting, a Director may not leave the meeting by disconnecting his telephone and shall be conclusively presumed to have been present and to have formed part of the quorum throughout the meeting. The meeting shall be deemed to have been validly conducted notwithstanding that a Director's telephone is accidentally disconnected during the meeting, and the proceedings thereof shall be deemed to be as valid as if the telephone had not been disconnected.
 - (e) A minute of the proceedings shall be sufficient evidence thereof and of the observance of all necessary formalities if certified by the Chairman and the Secretary.

Borrowing powers

18. 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.

Disqualification of Directors

19. (a) The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Clause 81 in Table A shall be modified accordingly.
- (b) Sub-clause (e) of Clause 81 in Table A shall not apply to the Company.

Gratuities and Pensions

20. (a) The Directors may exercise the powers of the Company conferred by sub-clause 3.23 of the Memorandum of Association of the Company and shall be *entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.*
- (b) Clause 87 in Table A shall not apply to the Company.

Proceedings of Directors

21. (a) A quorum shall not be present at a meeting of the Board of Directors unless 5 Directors of the Company are present or their alternates.
- (b) The Chairman of the Board of Directors shall have a casting vote.
- (c) 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 as aforesaid 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.
- (b) Clause 93 in Table A shall apply as if the word "signed" included "approved by letter, facsimile or electronic mail".
- (c) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

Notices

22. (a) Clause 115 in Table A shall not apply. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive

evidence that the notice was given and such notice shall be deemed effectively served 48 hours (five days if addressed overseas) after being put in the post prepaid by first class mail (airmail if addressed overseas), Saturdays, Sundays and public holidays at the place of receipt excepted. Proof that a facsimile was transmitted to the correct number shall be conclusive evidence that the notice therein was given and shall be deemed effectively served at the time of sending. In all other circumstances the fact and time of receipt of a notice must be proved by the giver thereof. Clause 112 in Table A shall be amended accordingly.

- (b) A Member shall be entitled to receive a notice required to be given to him whether his/its registered address is within or outside the United Kingdom and the last sentence of Clause 112 in Table A shall not apply to the Company, and Clause 116 in Table A shall apply as if the words "within the United Kingdom" did not appear.
- (c) A Director or alternate Director shall be entitled to receive notice of meetings of the Directors whether he is within or outside the United Kingdom; and the regulation of Clause 66 and Clause 88 in Table A shall not apply to the Company.

The seal

- 23. (a) 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 a second Director. The obligation under Clause 6 in Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Clause 101 in Table A shall not apply to the Company.
- (b) 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.

Indemnity

- 24. (a) Every Director or other officer 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, in which judgment is given in his favour or in which he is acquitted 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.

- (b) 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.
- (c) Clause 118 in Table A shall not apply to the Company.