

## THE COMPANIES ACTS 1948 TO 1967

## Declaration of compliance

Pursuant to Section 15(2) of the Companies Act 1948

Name of Company .....A.V.M. TOOLS..... Limited\*

I, .....GEORGE ALBERT CORDEROY.....  
of .....TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP.....Do solemnly and sincerely declare that I am ~~not a person named~~ a person named  
in the Articles of Association as a Secretary (17)  
of .....

A.V.M. TOOLS..... Limited\*

And that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with. And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1835.

Declared at ...TEMPLE CHAMBERS,  
TEMPLE AVENUE,  
LONDON, E.C.4.

the 9<sup>th</sup> day of August  
one thousand nine hundred and 52  
before me.

A. R. PONSFORD

A Commissioner for Oaths (see note (b) below)

- (a) "a Solicitor of the Supreme Court" (or in Scotland "a Solicitor")  
"engaged in the formation", or "a person named in the articles of association as a director", or "a person named in the articles of association as a secretary"

- (b) or Notary Public or Justice of the Peace

\* Delete "Limited" if not applicable.

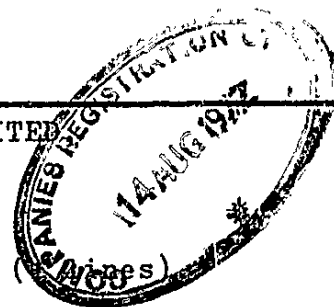
Presented by:

THE LONDON LAW AGENCY LIMITED  
TEMPLE CHAMBERS,  
TEMPLE AVENUE,  
LONDON, EC4Y 0HP.

TELEPHONE: 01 - 353 9471

Presenter's reference:

NB/RM/ENG.



No. of Company .....

106779512

V878



## Statement of nominal capital

Made pursuant to Section 112 of the Stamp Act 1891

Name of Company .....

A.V. M. TOOLS

Limited

The nominal capital of the above company is £

100

Signature .....

G. A. Lenny

Secretary

Description .....

Date .....

1 AUG 1972

### NOTES

The stamp duty on the nominal capital is 50p for every £100 or fraction of £100 (Section 41, Finance Act 1933).

This statement is to be filed with the Memorandum of Association, or other document, when the company is registered.

Presented by:

THE LONDON LAW AGENCY LIMITED  
TEMPLE CHAMBERS,  
TEMPLE AVENUE, LONDON, EC4Y 0HP.  
Telephone: 01-353 9471/4

Presenter's reference:

NLS/RM/ENG

Stamps  
LCS 303

Margin reserved for binding

52742/5  
1067795/3  
120.  
THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES 54203 3126 • IN 020.00

MEMORANDUM OF ASSOCIATION

of  
A.V.M. TOOLS LIMITED

1. The Name of the Company is A.V.M. TOOLS 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 carry on all or any of the businesses of suppliers, designers, manufacturers, assemblers, importers, exporters, repairers, installers, maintainers, hirers, letters on hire, distributors and agents for the sale of, and dealers in engineering equipment, plant, machinery, appliances, components, accessories, tools, jigs, dies and fixtures of all kinds, electrical, electronics, motor, aeronautical, hydraulic, marine, computer and civil and general engineers, engineering consultants, production planners, prototype designers, draughtsmen, and technicians, designers, distributors, factors, manufacturers and merchants of, and dealers in mouldings, shapings, weldings, pressings, assemblies, repetition work and machined castings, metal founders, converters and moulders, millwrights, metallurgists, boilermakers, smiths and fitters, wiredrawers, tube makers, tin-plate workers, sheet metal manufacturers, workers and dealers, tanners, galvanisers, platers, painters, sprayers, plastic workers and moulders, garage and petrol filling station proprietors, haulage and transport contractors, railway, forwarding, passenger and freight agents, insurance and general commission agents and general merchants.



- (B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A) hereof.
- (C) To purchase or by any other means acquire any 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, 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.
- (D) To erect, 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.
- (E) To purchase or otherwise acquire, take over, and undertake the whole or any part of the business 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.

- (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, licences, trade marks, designs, protections, and concessions, 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 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.
- (H) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and to give guarantees or become security for any such persons, firms, or companies.
- (I) 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, 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.
- (J) 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.
- (K) 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.

- (L) 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 any 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.
- (M) To enter into any arrangements with any Governments or Authorities 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, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (N) 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.
- (O) To subscribe for, 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 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.
- (Q) 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 dependents of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependents.

- (R) 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.
- (S) 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.
- (T) 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.
- (U) 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 other Securities of this Company.
- (V) To procure the Company to be registered or recognised in any part of the world.

- (W) 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, divided into One Hundred Shares of £1 each.



WE the several persons whose Names, Addresses, and Descriptions 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
 GEORGE A. CORDEROY Temple Chambers, Temple Avenue, London, EC4Y 0HP. Company Director.	One
 ROY C. KEEN Temple Chambers, Temple Avenue, London, EC4Y 0HP. Company Director.	One

Dated the 1st day of August, 1972.

Witness to the above Signatures:-



NIGEL L. BLOOD  
Temple Chambers,  
Temple Avenue,  
London, EC4Y 0HP.

## THE COMPANIES ACTS, 1948 TO 1967

## COMPANY LIMITED BY SHARES

## ARTICLES OF ASSOCIATION

OF

A.V.M. TOOLS 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 referred to as "Table A") shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 24, 53, 75, 77, 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 hereby, the following shall be the Regulations of the Company.
2. The Company is a Private Company and Clauses 2, 4 and 5 (but not Clauses 1 and 3) in Part II of Table A shall apply to the Company.

## SHARES.

3. 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, and on such terms, and in such manner as they think fit.
4. 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.

## GENERAL MEETINGS.

5. 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".

## DIRECTORS.

6. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be more than seven but need not exceed one. If and so long as there is a sole Director, he may exercise all the powers and authorities vested in the Directors by these Articles or Table A.

7. The first Directors of the Company shall be appointed by the Subscribers hereto by an Instrument in writing under their hands.

8. A Director shall not be required to hold any Share qualification but he shall be entitled to receive notice of and to attend and speak at any General Meeting of the Company; and Clause 134 in Part I of Table A shall be modified accordingly.

9. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge 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.

10. 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 I of Table A shall be modified accordingly.

11. Any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

#### ALTERNATE DIRECTORS.

12. Any Director may appoint any person approved by the Board to be an Alternate Director and may at any time revoke any such appointment. An Alternate Director shall be entitled to receive notice of and to attend and vote at Meetings of Directors, but shall not be entitled to any remuneration from the Company. Any appointment or revocation made under this Article shall be in writing under the hand of the Director making the same.

#### ACCOUNTS.

13. Clause 126 in Part I of Table A shall be read and construed subject to the provisions of Sections 16 to 22 of The Companies Act, 1967.

14. Clause 130 in Part I of Table A shall be read and construed subject to the provisions of Sections 13 and 14 of The Companies Act, 1967.

#### TRANSFER OF SHARES.

15. 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.

#### SHARE CAPITAL.

16. The Share Capital of the Company is £100 divided into One Hundred Shares of £1 each.

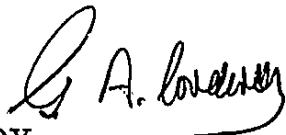
#### SECRETARY.


17. The first Secretary of the Company shall be GEORGE ALBERT CORDEROY.

---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---


  
GEORGE A. CORDEROY  
Temple Chambers,  
Temple Avenue,  
London, EC4Y 0HP.  
Company Director.

  
ROY C. KEEN  
Temple Chambers,  
Temple Avenue,  
London, EC4Y 0HP.  
Company Director.

---

Dated the 1st day of August, 19 72.

Witness to the above Signatures :-

  
NIGEL L. BLOOD  
Temple Chambers,  
Temple Avenue,  
London, EC4Y 0HP.



## CERTIFICATE OF INCORPORATION

No. 1067795

I hereby certify that

**A.V.M. TOOLS LIMITED**

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 24th August 1972.

A handwritten signature in dark ink, appearing to read 'N. Taylor'.

(N. TAYLOR)

Assistant Registrar of Companies

Number of  
Company } 1067795

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

## Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

A. V. M. TOOLS

LIMITED

Passed 16th November, 1972.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 11 ST. PETER'S SQUARE, MANCHESTER, M2 3DB

on the 16th day of November, 1972 the subjoined SPECIAL RESOLUTION was duly passed, viz.:-

### RESOLUTION

That with the consent of the Department of Trade and Industry the name of the Company be changed to A.V.L. INSTRUMENTATION LIMITED

Signature ..... G. Sawyer

Director

To be signed  
by the Chair-  
man, a Direc-  
tor, or the  
Secretary of  
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).  
See section 143 (1) and (4) printed overleaf.



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 1067795 / 10

I hereby certify that

**A.V.M. TOOLS LIMITED**

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

**A.V.L. INSTRUMENTATION LIMITED**

Given under my hand at London the **1st December 1972**

  
(G. TAYLOR)

*Assistant Registrar of Companies*



No: of Company: 1067795 //

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

of

A.V.M. TOOLS LIMITED

(Passed the 16th day of November 1972)

At an Extraordinary General Meeting of the above Company duly convened and held on the 16th day of November 1972 the following Resolution was passed as an Ordinary Resolution:-

ORDINARY RESOLUTION

That the authorised Share Capital of the Company be increased to £5,000 by the creation of 4,900 Ordinary Shares of £1.00 each to rank pari-passu in all respects with the existing 100 Ordinary Shares in the Capital of the Company.

.....G. Sawyer.....*G. Sawyer*  
(Chairman)

25

No. of Company.....1067795

# THE COMPANIES ACTS 1948 to 1967

\* DELETE "and Statement" in cases where a SEPARATE statement is necessary; see overleaf for notes.

Insert name of Company.

State whether Ordinary or Extraordinary or Special Resolution.

## Notice and Statement\* of Increase in Nominal Capital

To the REGISTRAR OF COMPANIES

A.V. L. TOOLS

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948, that by an Ordinary Resolution of the Company dated the 16th day of November 1972 the nominal capital of the Company has been increased by the addition thereto of the sum of £ 4,900 beyond the registered capital of £100

The additional capital is divided as follows:—

Number of Shares

Class of Share

Nominal amount of each

4,900

Ordinary

£1.00

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been, or are to be, issued are as follows:—

\* If any of the new shares are Preference Shares state whether they are redeemable or not. If the space below is insufficient the conditions should be set out separately by way of annexure.

The new Shares to rank pari passu in all respects with the existing 100 Ordinary Shares of £1.00 each in the Capital of the Company.

Signature

State whether Director or Secretary } DIRECTOR

Dated the 16th day of November 1972

Presented by

Presenter's Reference KMF/P/41559/List

Alexander, Tatham & Co.

11 St. Peter's Square,

This print is filed pursuant to Section 9  
of the Freedom of Information Act, 1972,  
may be subject to this print have  
been classified by the  
FBI. THE UNITED STATES OF AMERICA

**MEMORANDUM & ARTICLES OF ASSOCIATION OF:**

Incorporated on the 24th day of August, 1972.

Company Registration Agents : Law Agents : Printers and Publishers  
Temple Chambers, Temple Avenue, London, EC4Y 0HP Tel: 01-353 9471 (6 lines)



THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

A. V. L. INSTRUMENTATION LIMITED

1. \* The Name of the Company is "A. V. L. INSTRUMENTATION 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 carry on all or any of the businesses of suppliers, designers, manufacturers, assemblers, importers, exporters, repairers, installers, maintainers, hirers, letters on hire, distributors and agents for the sale of, and dealers in engineering equipment, plant, machinery, appliances, components, accessories, tools, jigs, dies and fixtures of all kinds, electrical, electronics, motor, aeronautical, hydraulic, marine, computer and civil and general engineers, engineering consultants, production planners, prototype designers, draughtsmen, and technicians, designers, distributors, factors, manufacturers and merchants of, and dealers in mouldings, shapings, weldings, pressings, assemblies, repetition work and machined castings, metal foundries, converters and moulders, millwrights, metallurgists, boiler makers, smiths and fitters, wire drawers, tube makers, tin-plate workers, sheet metal manufacturers, workers and dealers, tanners, galvanisers, platers, painters, sprayers, plastic workers and moulders, garage and petrol filling station proprietors, haulage and transport contractors, railway, forwarding, passenger and freight agents, insurance and general commission agents and general merchants.

\* The name of the Company was, on the 1st day of December, 1972 changed from A. V. M. TOOLS LIMITED.

Presented by:-  
THE LONDON LAW AGENCY LTD.  
TEMPLE CHAMBERS,  
TEMPLE AVENUE,  
LONDON, E.C.4.

GAL/MAH/ALEX

- (B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A) hereof.
- (C) To purchase or by any other means acquire any 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, 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.
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- (E) To purchase or otherwise acquire, take over, and undertake the whole or any part of the business 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.

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- (O) To subscribe for, 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 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.
- (Q) 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 dependents of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependents.

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- (T) 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.
- (U) 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 other Securities of this Company.
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- (W) 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, divided into One Hundred Shares of £1 each.

---

\* By Ordinary Resolution passed on the 16th day of November 1972 the Share Capital of the Company was increased to £5,000 divided into 5,000 Shares of £1 each.

WE the several persons whose Names, Addresses, and Descriptions 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
GEORGE A. CORDEROY Temple Chambers, Temple Avenue, London, EC4Y 0HP. Company Director.	One
ROY C. KEEN Temple Chambers, Temple Avenue, London, EC4Y 0HP. Company Director.	One

Dated the 1st day of August , 1972.

Witness to the above Signatures:-

NIGEL L. BLOOD  
Temple Chambers,  
Temple Avenue,  
London, EC4Y 0HP.

THE COMPANIES ACTS, 1948 TO 1967

---

COMPANY LIMITED BY SHARES

---

ARTICLES OF ASSOCIATION

OF

A. V. L. INSTRUMENTATION 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 referred to as "Table A") shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 24, 53, 75, 77, 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 hereby, the following shall be the Regulations of the Company.
2. The Company is a Private Company and Clauses 2, 4 and 5 (but not Clauses 1 and 3) in Part II of Table A shall apply to the Company.

SHARES.

3. 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, and on such terms, and in such manner as they think fit.
4. 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.

## GENERAL MEETINGS.

5. 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".

## DIRECTORS.

6. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be more than seven but need not exceed one. If and so long as there is a sole Director, he may exercise all the powers and authorities vested in the Directors by these Articles or Table A.

7. The first Directors of the Company shall be appointed by the Subscribers hereto by an Instrument in writing under their hands.

8. A Director shall not be required to hold any Share qualification but he shall be entitled to receive notice of and to attend and speak at any General Meeting of the Company; and Clause 134 in Part I of Table A shall be modified accordingly.

9. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge 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.

10. 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 I of Table A shall be modified accordingly.

11. Any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

#### ALTERNATE DIRECTORS.

12. Any Director may appoint any person approved by the Board to be an Alternate Director and may at any time revoke any such appointment. An Alternate Director shall be entitled to receive notice of and to attend and vote at Meetings of Directors, but shall not be entitled to any remuneration from the Company. Any appointment or revocation made under this Article shall be in writing under the hand of the Director making the same.

#### ACCOUNTS.

13. Clause 126 in Part I of Table A shall be read and construed subject to the provisions of Sections 16 to 22 of The Companies Act, 1967.

14. Clause 130 in Part I of Table A shall be read and construed subject to the provisions of Sections 13 and 14 of The Companies Act, 1967.

#### TRANSFER OF SHARES.

15. 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.

#### SHARE CAPITAL.

16. \*The Share Capital of the Company is £100 divided into One Hundred Shares of £1 each. ✓

#### SECRETARY.

17. The first Secretary of the Company shall be GEORGE ALBERT CORDEROY.

---

\* By Ordinary Resolution passed on the 16th day of November 1972 the Share Capital of the Company was increased to £5,000 divided into 5,000 Shares of £1 each.

---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

GEORGE A. CORDEROY  
Temple Chambers,  
Temple Avenue,  
London, EC4Y 0HP.  
Company Director.

ROY C. KEEN  
Temple Chambers,  
Temple Avenue,  
London, EC4Y 0HP.  
Company Director.

---

Dated the 1st day of August , 19 72.

Witness to the above Signatures :-

NIGEL L. BLOOD  
Temple Chambers,  
Temple Avenue,  
London, EC4Y 0HP.

1067795/44



AVL INSTRUMENTATION LIMITED  
NEWBY ROAD  
HAZEL GROVE  
STOCKPORT  
CHESHIRE SK7.5EE

SPECIAL RESOLUTION OF CHANGE OF NAME

COMPANY NO: 1067795. COMPANY NAME: ~~AVL INSTRUMENTATION LIMITED.~~ *A.V.L.*

At an extra-ordinary general meeting duly convened and held at

Graz, on the 12 of December 1985, the

following special resolution was duly passed:

That the name of the company be changed to  
AVL UNITED KINGDOM LIMITED



Signed .....

*Helmut O. List*  
Helmut O. List  
Chairman

*Post West*  
*£40*  
000267

# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1067795 / 43-

I hereby certify that

A.V.L. INSTRUMENTATION LIMITED

having by special resolution changed its name, is now  
incorporated under the name of  
AVL UNITED KINGDOM LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the 27TH JANUARY 1986

*M. Saunders*

M. SAUNDERS (MRS)

an authorised officer



1067745/50

THE COMPANIES ACTS 1948 to 1983

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

- of -

AVL UNITED KINGDOM LIMITED

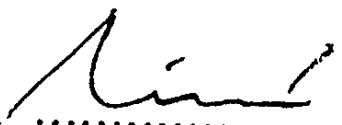
(passed 6. JULY 1987 )

At an Extraordinary General Meeting of the above named Company duly convened and held on 6. JULY 1987 at the office of AVL Verwaltungs Gesellschaft m.b.H, Kleiststrasse 48, A8020 Graz, Austria the following Resolution was duly passed as an Ordinary Resolution.


ORDINARY RESOLUTION

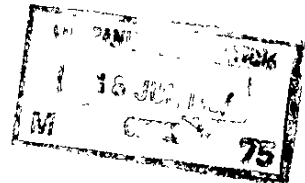
That the authorised share capital of the Company be increased from £ 4.501 to £ 50.000 by the creation of 45499 shares of £1 each.

Signed

  
.....  
HELMUT LIST  
Chairman of the meeting

Certified a true copy of the original

  
.....  
J.M. READ  
Managing Director



**G**

COMPANIES FORM No. 123

**Notice of increase  
in nominal capital****123**Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

1	2	3
---	---	---

1067795

Name of company

\* AVL UNITED KINGDOM LIMITED

\* insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated July 6th 1987 the nominal capital of the company has been  
increased by £ 45,000.00 beyond the registered capital of £5,000.

A copy of the resolution authorising the increase is attached.<sup>§</sup>

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follow:

Pari passu with the existing shares of £1 each in the capital of  
the company

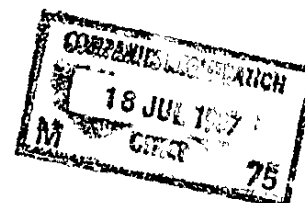
§ the copy must be  
printed or in some  
other form approved  
by the registrar

Please tick here if  
continued overleaf☐

Signed

[Director][Secretary]† Date 17-7-87Presenter's name address and  
reference (if any):For official Use  
General Section

Post room

† delete as  
appropriate



THE COMPANIES ACTS 1948 to 1983

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

- of -

AVL UNITED KINGDOM LIMITED


(passed October 23, 1987)

At an Extraordinary General Meeting of the above named Company duly convened and held on October 23, 1987 at the office of AVL Verwaltungs Gesellschaft m.b.H, Kleiststrasse 48, A8020 Graz, Austria the following Resolution was duly passed as an Ordinary Resolution.

ORDINARY RESOLUTION

That the authorised share capital of the Company be increased from £50,000 to £100,000 by the creation of 50,000 shares of £1 each.

Signed.....

  
HELMUT LIST

Chairman of the meeting

**G**

COMPANIES FORM No. 123

**Notice of increase  
in nominal capital****123**Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use

Company number

--	--	--	--

1067795

Name of company

\* AVL UNITED KINGDOM LIMITED

\* Insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated October, 23 1987 the nominal capital of the company has been  
increased by £ 50,000 beyond the registered capital of £ 50,000.

§ the copy must be  
printed or in some  
other form approved  
by the registrar

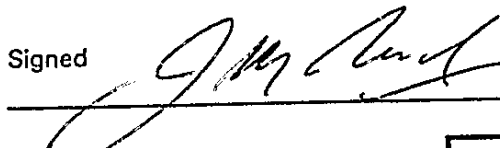
A copy of the resolution authorising the increase is attached. §

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follow:

Pari Passu with the existing shares of £1 each in the capital  
of the company

Please tick here if  
continued overleaf☐† delete as  
appropriate

Signed

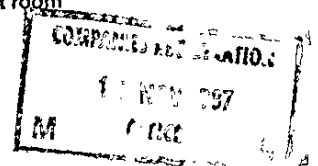


[Director][Secretary]† Date

12-11-87

Presentor's name address and  
reference (if any):For official Use  
General Section

Post room



## Price Waterhouse



17 June 1991

The Company Secretary  
AVL United Kingdom Limited  
Theatre Court  
London Road  
Northwich  
Cheshire  
CW9 5HB

Dear Sir,

We give notice that we are resigning as auditors of AVL United Kingdom Limited with immediate effect. There are no circumstances connected with our resignation which we consider should be brought to the attention of the shareholders or creditors of AVL United Kingdom Limited.

Yours faithfully,

SMW/HLST/CT

COMPANIES HOUSE

27 JUN 1991

M

80

# G

COMPANIES FORM No. 123

## Notice of increase in nominal capital

# 123

Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies  
(Address overleaf)

For official use

Company number

--	--	--	--

1067795

Name of company

* AVL UNITED KINGDOM LIMITED
------------------------------

\* insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 1st December 1992 the nominal capital of the company has been  
increased by £ 100,000 beyond the registered capital of £ 100,000.

5 the copy must be  
printed or in some  
other form approved  
by the registrar

A copy of the resolution authorising the increase is attached.5

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follow:

To rank pari passu with the existing authorised share capital

Please tick here if  
continued overleaf

☐

‡ Insert  
Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

Signed



Designation‡

DIRECTOR

Date 1.12.1992

Presenter's name address and  
reference (if any):

For official Use  
General Section

Post room

COMPANIES HOUSE	
11 DEC 1992	
M	59