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THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION**

**(Adopted by Special Resolution passed on the
17th day of September 1973)**

OF

COOPCAM (U.K.) LIMITED

Incorporated the 3rd day of November 1972



THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

***COOPCAM (U.K.) LIMITED**

CERTIFIED TO BE A TRUE
COPY OF THE ORIGINAL

BAKER & MCKENZIE
SOLICITORS
100 NEW BRIDGE STREET
LONDON
EC4V 6JA

Baker & McKenzie
12/6/95

1. The name of the Company is "COOPCAM (U.K.) LIMITED"
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are:-

* By Special Resolution, the name of the Company was changed from "Forty Fifth Legibus Limited" to "Gardner-Denver Holdings (U.K.) Limited" on 4th July 1973.

By Special Resolution, the name of the Company was changed from "Gardner-Denver Holdings (U.K.) Limited" to "Coopind Holdings Limited" on 28th November 1984.

By Special Resolution, the name of the Company was changed from "Coopind Holdings Limited" to "Coopind (U.K.) Limited" on 24th November 1987.

By Special Resolution, the name of the Company was changed from "Coopind (U.K.) Limited" to "Cooper (Great Britain) Ltd." on 12th March 1991.

By Special Resolution, the name of the Company was changed from "Cooper (Great Britain) Limited" on 1st January 1995.

- (A) (i) To design manufacture assemble promote market distribute maintain buy sell import export let out on hire and otherwise deal in and provide any and all services in connection with products of every description.
- (ii) To act as an investment holding company and to co-ordinate the business of any companies in which the Company is for the time being interested and to acquire (whether by original subscription, tender, purchase exchange or otherwise) the whole of or any part of the stock, shares, debentures, debenture stocks, bonds or other securities issued or guaranteed by any body corporate constituted or carrying on business in any part of the world or by any government, sovereign ruler, commissioners, public body or authority and to hold the same as investments, and to sell, exchange, carry and dispose of the same.
- (B) To acquire by purchase, lease, exchange or otherwise, land, buildings and property of any tenure or description, and any estate or interest therein and any rights over or connected with any such land, buildings, and property and to hold or to sell, let, alienate, mortgage, charge or otherwise deal with any such lands, buildings or property.
- (C) To manage lands, buildings and other property whether belonging to the Company or not, and to collect rents and income and to develop and turn to account any land acquired by or in which the Company is interested, and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings, and by planting, paving, draining, farming, cultivating, letting on building lease or by building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
- (D) To buy, sell, manufacture, repair, alter, improve, manipulate, prepare for

market, let on hire, and generally deal in all kinds of plant, machinery, apparatus, tools, utensils, materials, produce, substances, articles and things for the purpose of any of the businesses specified herein, or likely to be required by customers or other persons having, or about to have, dealings with the Company.

- (E) To enter into contracts, agreements and arrangements with any other company for the carrying out by such other company on behalf of the Company of any of the objects for which the Company is formed.
- (F) To acquire, undertake and carry on the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on or possess, or which may seem to the Company capable of being conveniently carried on or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights, or any property suitable for the purposes of the Company.
- (G) To enter into any arrangements with any Government or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or authority any rights, privileges, and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (H) To apply for, or join in applying for, 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, registered 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 and testing and making researches, and in improving

or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.

- (I) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise with any company, or with any employees of the Company, including in such case if thought fit the conferring of a participation in the management or its directorate, or with any company carrying on or engaged in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to give to any company special rights or privileges in connection with or control over this Company, and in particular the right to nominate one or more Directors of this Company. And to lend money to, guarantee the contracts of, or otherwise assist any such company, and to take or otherwise acquire shares or securities of any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.
- (J) To subsidise, assist and guarantee the payment of money by or the performance of any contract, engagement or obligation by any persons or companies and to act as agents for the collection, receipt or payment of money and generally to act as agents for and render services to customers and others.
- (K) To promote any company for the purpose of acquiring all or any of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (L) 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, or for contributing to or assisting any company either issuing or purchasing with a view to issue all or any part of the Company's capital in connection with the advertising or offering the same for sale or subscription, including brokerage and commissions for obtaining applications for or taking, placing or

underwriting or procuring the underwriting of shares, debentures or debenture stock.

- (M) To receive money on deposit upon such terms as the Company may approve.
- (N) To invest and deal with the moneys of the Company in such manner as may from time to time be determined.
- (O) To lend money with or without security, but not to carry on the business of a registered money lender.
- (P) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise charged upon all or any of the Company's property (both present and future), including its uncalled capital, and to purchase, redeem or pay off any such securities.
- (Q) To remunerate any company for services rendered or to be rendered, in placing, or assisting to place, or guaranteeing the placing or procuring the underwriting of any of the shares or debentures, or other securities of the Company or of any company in which this Company may be interested or propose to be interested, or in or about the conduct of the business of the Company, whether by cash payment or by the allotment of shares, or securities of the Company credited as paid up in full or in part, or otherwise.
- (R) To subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other obligations of any other company having objects altogether or in part similar to those of this Company.
- (S) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of lading, warrants, debentures and other negotiable and

transferable instruments.

- (T) To sell, lease, exchange, let on hire, or dispose of any real or personal property or the undertaking of the Company, or any part or parts thereof, for such consideration as the Company may think fit, and, in particular, for shares whether fully or partly paid up, debentures or securities of any other company, whether or not having objects altogether, or in part, similar to those of the Company, and to hold and retain any shares, debentures or securities so acquired, and to improve, manage, develop, sell, exchange, lease, mortgage, dispose of or turn to account or otherwise deal with all or any part of the property or rights of the Company.
- (U) To adopt such means of making known the products of the Company as may seem expedient, and in particular by advertising in the Press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
- (V) To support or subscribe to any charitable or public object and any institution, society or club which may be for the benefit of the Company or its Directors, officers or employees, or the Directors, officers and employees of its predecessors in business, or of any subsidiary, allied or associated company, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any person (including any Directors or former Directors) who may have served the Company or its predecessors in business, or any subsidiary allied or associated company or to the wives, children or other relatives or dependants of such persons; to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any Directors or officers of or persons employed by the Company, or of or by its predecessors in business, or of or by any subsidiary, allied or associated company, and to subsidise or assist any association of employers or employees, or any trade association.

- (W) To obtain any Provisional Order or Act of Parliament for enabling the Company to carry any of its objects into effect or for effecting any modifications of the Company's constitution or for any other purposes which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (X) To establish, grant and take up agencies in any part of the world, and to do all such other things as the Company may deem conducive to the carrying on of the Company's business, either as principals, or agents, and to remunerate any persons in connection with the establishment or granting of such agencies upon such terms and conditions as the Company may think fit.
- (Y) To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others and to procure the Company to be registered or recognised in any foreign country or place.
- (Z) To distribute any of the property of the Company in specie among the shareholders.
- (AA) To amalgamate with any other company having objects altogether or in part similar to those of this Company.
- (BB) To do all such other things as are incidental or conducive to the attainment of the above objects, or any of them.

And it is hereby declared that the word "company" in this clause shall be deemed to include any person or partnership or other body of persons whether domiciled in the United Kingdom or elsewhere, and words denoting the singular number only shall include the plural number and vice versa, and so that the objects specified in each

paragraph of this clause shall, except where otherwise expressed in such paragraph, be regarded as independent objects, and 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 £200 divided into 200 shares of £1 each.

** By Ordinary Resolution passed on 26th October 1989, the Company's Share Capital was increased to £200 by the creation of £100 Ordinary Shares of £1 each.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

**NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS**

**NUMBER OF SHARES
TAKEN BY EACH
SUBSCRIBER**

Philip James Deverell Langford
11 Old Jewry
London EC2R 8DS

One

Solicitor

Timothy John Buckham Costello
11 Old Jewry
London EC2R 8DS

One

Solicitor

DATED the 25th day of August 1972.

Witness to all the above Signatures:-

Robert Anderson Marr
11 Old Jewry
London EC2R 8DS
Solicitor of the Supreme Court of Queensland

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

COOPCAM (U.K.) LIMITED

CERTIFIED TO BE A TRUE
COPY OF THE ORIGINAL
BAKER & MCKENZIE
SOLICITORS
100 NEW BRIDGE STREET
LONDON
EC4V 6JA
Baker & McKenzie
12/6/95

**(Adopted by Special Resolution passed on the
17th day of September 1973)**

PRELIMINARY

1. The Company is a Private Company and subject as hereinafter provided and except where the same are varied by or inconsistent with these presents the regulations contained in Part II of Table "A" in the First Schedule to the Companies Act, 1948, shall apply to the Company. Subject as aforesaid reference herein to regulations in Table "A" shall be construed as referring to those in Part I thereof.

BUSINESS

2. Any branch or kind of business which the Company is either expressly or by implication authorised to undertake may be undertaken by the Board at such time or times as it may consider expedient and further may be suffered by it to be in abeyance whether such branch or kind of business may have been actually

commenced or not so long as the Board may consider it expedient not to commence or proceed with the same.

SHARE CAPITAL

3. The share capital of the Company is £200 divided into 200 shares of £1 each.
4. The unissued shares of the Company shall be at the disposal of the Board, which may allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may determine, but so that no shares shall be issued at a discount except in accordance with Section 57 of the Act.

TRANSFERS

5. An instrument of transfer of a share (other than a partly paid share) need not be executed on behalf of the transferee and Regulation 22 of Part I of Table "A" shall be modified accordingly.

NOTICES

6. Every notice calling a General Meeting shall comply with the provisions of Section 136(2) of the Act, as to giving information to Members in regard to their right to appoint proxies, and all notices and other communications relating to a General Meeting which any Member is entitled to receive shall also be sent to the Auditor for the time being of the Company.

GENERAL MEETINGS

7. Subject to the provisions of the Act, a resolution in writing signed by all the Members of the Company for the time being entitled to receive notice of and to attend and vote at General Meetings or their duly appointed attorneys shall be as valid and effectual

as if it had been passed at a Meeting of the Members duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their duly appointed attorneys, and signature in the case of a corporate body which is a Member shall be sufficient if made by a Director or alternate Director thereof or its duly appointed attorney. Regulation 5 of Part II of Table "A" shall not apply.

8. The following words shall be added to the end of Regulation 52 in Part I of Table "A" "and fixing the remuneration of Directors".

DIRECTORS

9. Unless and until otherwise determined by the Company in General Meeting the Directors shall not be less than two in number. Regulation 75 of Table "A" shall be modified accordingly.
10. The holders for the time being of a majority in number of the Ordinary Shares of the Company may at any time by notice in writing signed by them or someone duly authorised by them and left at the Registered Office of the Company appoint any person to be a Director of the Company and by like notice remove any Director from office notwithstanding anything in these presents or in any agreement between the Director and the Company. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company. (Regulation 95 of Table "A" shall not apply.)
11. A Director need not hold any shares of the Company to qualify him as a Director (Regulation 77 of Table "A" shall not apply) but he shall be entitled to receive notice of and attend at all General Meetings of the Company and at all separate General Meetings of the holders of any class of shares in the Capital of the Company and Regulation 134 of Part I of Table "A" shall be modified accordingly.
12. Any Director who, by request, performs special services or goes or resides abroad

for any purposes of the Company shall (unless otherwise expressly resolved by the Company in General Meeting) receive such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine, which shall be charged as part of the Company's ordinary working expenses.

13. Each Director shall have the power to nominate (1) any other Director or (2) any person approved for that purpose by a resolution of the Directors to act as alternate Director in his place during his absence and at his discretion to remove such alternate Director and, on such appointment being made, the alternate Director (except as regards the power to appoint an alternate and remuneration) shall be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties of the Director whom he represents. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as an alternate.
14. 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 does 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 Regulation 84 in Part I of Table "A" shall be modified accordingly.
15. Every Director shall be entitled to receive at least 14 days before the holding of any meeting of the Board of Directors of the Company notice in writing specifying the date time and place of such meeting. Such notice may, however, be waived with the consent of all the Directors for the time being entitled to attend such meeting.
16. A Director present at any meeting of Directors or Committees of Directors need not sign his name in a book kept for that purpose and Regulation 86 in Part I of Table "A" shall be modified accordingly.

17. Regulations 89 to 97 (inclusive) of Table "A" shall not apply to the Company and Directors shall not be required to retire by rotation.
18. The Directors may at any time from time to time appoint any person to be a Director either to fill a casual vacancy or as an additional Director. Any Director appointed under this Article shall hold office until he is removed under Article 10 or his office is vacated under Regulation 88 of Table "A". Regulations 88(a) and (f) shall not apply to the Company.
19. 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 collateral security for any debt, liability or obligation of the Company or of any third party. Regulation 79 of Table "A" shall not apply.

PROCEEDINGS OF DIRECTORS

20. The Directors shall obtain the consent of the Company in General Meeting before exercising their powers in respect of any matter which in the opinion of any one Director is a matter of major importance to the Company.
21. The Directors may delegate any of their powers to any committee consisting of one or more persons whether a Director or Directors or not subject to Article 20 but otherwise upon such terms and subject to such restrictions and conditions as they may think fit and may at any time revoke or vary such delegation. Regulation 102 of Table "A" shall not apply.
22. A Resolution in writing signed by all the Directors of the Company for the time being entitled to receive notice of a meeting of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. Any such Resolution may consist of several documents in the like form each signed by one or more of the Directors. Regulation 106 of Table "A" shall not apply.

EXECUTIVE DIRECTORS

23. The Directors may from time to time appoint one or more of their body to any executive office or appointment for such period and on such terms as they shall think fit and subject to the terms of any agreement entered into in any particular case, may revoke such appointment. The appointment of a Director under this Article shall (subject to the terms of any such agreement as aforesaid) be determined ipso facto if he ceases for any cause to be a Director. Regulation 107 of Table "A" shall not apply.
24. Any Executive Officer as aforesaid shall receive such remuneration (either by way of salary, commission, participation in profits, or otherwise howsoever) as the Directors may determine. Regulation 108 of Table "A" shall not apply.

PENSIONS AND ALLOWANCES

25. The Directors may grant pensions, annuities or other allowances on death, disability or retirement to any Director, former Director or other officer or to any servant or former servant of the Company or of any subsidiary of the Company and to their widows and dependants and may establish, support, alter, maintain and continue any scheme for providing such benefits and for such purposes any Director of the Company may accordingly be, become or remain a member of or rejoin any such scheme and receive and retain for his own benefit all benefits to which he may be or become entitled thereunder. The Directors may pay out of the funds of the Company any premiums contributions or sums payable by the Company under the provisions of any such schemes in respect of any of the persons or class of persons above referred to who are or may be or become members thereof. Regulation 87 of Table "A" shall not apply.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

PHILIP JAMES DEVERELL LANGFORD

11 Old Jewry

London EC2R 8DS

Solicitor

TIMOTHY JOHN BUCKHAM COSTELLO

11 Old Jewry

London EC2R 8DS

Solicitor

DATED this 25th day of August 1972.

WITNESS to the above Signatures:-

ROBERT ANDERSON MARR

11 Old Jewry

London EC2R 8DS

Solicitors of the Supreme Court of Queensland