

COMPANY NUMBER 01367328

THE COMPANIES ACT 1985 & 2006

WRITTEN RESOLUTION OF
COMTREX SYSTEMS CORPORATION LIMITED

PASSED ON THE 1st DAY OF July 2008

The following Resolution was passed as a written resolution of the Company

"THAT in accordance with the Companies Act 2006 Section 21 the new Articles of Association attached hereto be affirmed and approved and will replace the existing Articles of Association of the Company"

"THAT any pre-emption rights in respect of transfer of shares in the Articles of Association of the Company be hereby disapplied in relation to a proposed transfer of shares to Comtrex Systems Corporation Limited"



Andrew Mark Fleet



Craig Hudson-Bennett

01 July 2008

Date

THURSDAY



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03/07/2008
COMPANIES HOUSE

THE COMPANIES ACTS 1985, 1989 AND 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF COMTREX SYSTEMS CORPORATION LIMITED

Adopted this 1st day of JULY 2008

1. PRELIMINARY

- 1.1 The regulations constituting Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended and for the time being in force (Table A) apply to COMTREX SYSTEMS CORPORATION LIMITED (the Company) except in so far as they are excluded or varied by these articles.
- 1.2 Words and expressions defined in Regulation 1 of Table A have the same meanings in these articles where the context admits.
- 1.3 Regulations 3, 8, 24, 35, 40, 41, 46, 50, 54, 64, 66, 73-80, 84, 94, 95, 118, the first sentence of Regulation 89 and the fifth sentence of 88 of Table A do not apply to the Company.
- 1.4 The Company is a private company and no shares or debentures of the Company may be offered to the public

2. SHARE CAPITAL

- 2.1 The share capital of the Company is £1000 divided into 1000 Ordinary shares of £1 each.
- 2.2 Subject to the provisions of the Companies Acts 1985 and 2006 ("the Companies Acts") and without prejudice to the rights attached to any existing shares, any share may be issued with or have attached to it such rights or restrictions as the Company may by special resolution determine.

3. LIEN

The Company shall have a first and paramount lien on all shares whether fully paid or not registered (whether as sole registered holder or as one of two or more joint holders) in the name of any person indebted or under liability to the Company for all moneys presently payable by him or his estate to the Company. The directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation

4. ALLOTMENT OF SHARES

- 4.1 The Directors of the Company shall within a period of five years from the date of incorporation of the Company be entitled to exercise the Company's power to allot, grant options over or otherwise dispose of the shares which are comprised in the authorised share capital with which the company is incorporated and no other authority for the Directors to allot, grant options over or otherwise dispose of any shares shall be valid for more than five years from the date of passing the members resolution to which it relates.
- 4.2 Sections 89(1), Section 90(1) to (5) and Section 90 (6) of the Companies Act 1985 (and once enacted clause 561 of the Companies Act 2006) shall not apply in relation to the issue of any equity securities by the Company but in substitution therefor the provisions of sub-paragraph 4.3 of this Article shall apply
- 4.3 Save as otherwise directed by the Company in General Meeting any Shares shall before they are issued be offered to the holders of Shares in proportion as nearly as possible to the number of such Shares held by them. Any such offer shall be made by notice specifying the number and class of shares offered and limiting a time within which the offer, if not accepted, will be deemed to be declined and after the expiration of such time any Shares not accepted and any Shares which, by reason of the ratio which the shares to be issued bear to the Shares held by persons entitled to an offer thereof, cannot, in the opinion of the Directors, conveniently be offered under this Article, shall be at the disposal of the Directors, who may allot, grant options over, or otherwise dispose of the same to such persons at such times and on such terms as they think proper

5. TRANSFER OF SHARES

- 5.1 The directors may in their absolute discretion and without giving any reason refuse to register the transfer of any share whether or not it is a fully paid share.
- 5.2 Except for transfers for which the other Shareholders give their prior written consent, no Shareholder shall transfer any shares unless he transfers all (and not some only) of the shares held by him
- 5.3 A Shareholder wishing to transfer shares (**Seller**) shall give notice in writing (**Transfer Notice**) to the other shareholders of the Company (**Ongoing Shareholders**) specifying the details of the proposed transfer, including the identity of the proposed third party buyer(s) (if any is being proposed) and the price for the shares.
- 5.4 Within 30 Business Days of receiving the Transfer Notice, the Ongoing Shareholders shall give a notice to the Seller saying that they wish to:
- (a) purchase such shares in the Transfer Notice which the number of shares held by him bears to the total number of shares held by the Ongoing Shareholders, at the price specified, or
 - (b) purchase such shares in the Transfer Notice which the number of shares held by

him bears to the total number of shares held by the Ongoing Shareholders, but that the price specified is too high.

- 5.5 If the Ongoing Shareholders wish to purchase the Seller's shares but consider the price specified to be too high, the parties shall endeavour to agree a price. If the parties fail to reach agreement within 30 Business Days of the date of the Transfer Notice, the auditors for the time being of the Company (or if not agreed by the members at that time, such other accountant as they may agree) (**The Auditors**) shall determine the fair value of the shares in accordance with article 5.12.
- 5.6 If the Seller does not agree with the Fair Value as certified in the Auditors' written notice, he shall revoke the Transfer Notice by notice in writing to the Ongoing Shareholders within 15 Business Days of delivery of the Auditors' written notice. If the Seller revokes the Transfer Notice, he is not entitled to transfer the shares.
- 5.7 If the Ongoing Shareholders do not agree with the Fair Value as certified in the Auditors' written notice, they shall give notice to the Seller within 15 Business Days of delivery of the Auditors' written notice.
- 5.8 Subject to the Seller not exercising his right to revoke the Transfer Notice, and unless the Ongoing Shareholders give notice in writing to the Seller that they do not wish to purchase the shares, as set out above, completion of the sale of the shares comprised in the Transfer Notice at the Fair Value, or price specified and agreed pursuant to article 5.4(a) (as the case may be), shall take place in accordance with this article.
- 5.9 If the Ongoing Shareholders fail to give notice under article 5.4 or if they give notice under article 5.7:
- (a) the Seller is entitled, during the period of 60 Business Days commencing from (a) the expiry of the period set out in article 5.4 or (b) receipt of notice under article 5.7 (as the case may be) to give a further Transfer Notice (which is deemed to supersede the first such Transfer Notice) in accordance with article 5.3 above in respect of his intention to transfer his shares to the third party buyer identified in the Transfer Notice at a price not less than the price specified in the Transfer Notice (or any Fair Value which has been determined, if lower); and
 - (b) the Seller shall procure that any buyer of shares that is not a party to this agreement shall, at completion, enter into a shareholders' agreement in relation to such shares with the parties to any existing shareholders agreement between the Shareholders on the same terms that apply to the Seller.
- 5.10 Completion of the sale and purchase of shares under this article shall take place 30 Business Days after:
- (a) the day of delivery of a Transfer Notice in respect of those shares, unless the Auditors have been requested to determine Fair Value; or
 - (b) the day of delivery of the Auditors' Fair Value notice.

- 5.11 The parties shall procure the registration (subject to due stamping by the Ongoing Shareholders) of the transfers of shares in the Company effected pursuant to this clause and each of them consents to such transfers and registrations under this agreement and the articles of association.
- 5.12 The **Fair Value** for any shares to be transferred under these articles is that proportion of the amount the Auditors consider to be the fair value of the entire issued share capital of the Company that the Seller's shares bear to the entire issued share capital of the Company (with no discount for the size of the Seller's shareholding).
- 5.13 In determining the Fair Value of the entire issued share capital of the Company, the Auditors rely on the following assumptions
- (a) the shares are sold free of all restrictions, liens, charges and other encumbrances; and
 - (b) the sale is taking place on the date the Auditors were requested to determine the Fair Value.
- 5.14 The Auditors costs and expenses shall be paid equally between Ongoing Shareholders and Seller and they shall act as experts and not as arbitrators and their determinations shall be final and binding of all purposes (save in the event of manifest error)

6. PROCEEDINGS AT GENERAL MEETINGS

- 6.1 Every notice of a meeting shall comply with section 325(1) of the Companies Act 2006. No business shall be transacted at any meeting unless a quorum is present. One person entitled to vote being a member registered as the holder of not less than 90% of the issued shares or a proxy for such member or a duly authorised representative of a holding company shall be a quorum.
- 6.2 If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting is adjourned to such day and at such time and place as the directors may determine and if a quorum is not present within half an hour from the time appointed for the adjourned meeting the meeting is dissolved.
- 6.2 A poll may be demanded at any general meeting by any member present in person or by proxy and entitled to vote.

6A HOLDING COMPANY

- 6A.1 If and so long as there is a Holding Company or a member registered as the holder of not less than 90% of the issued shares of the company, the following provisions shall apply and to the extent of any inconsistency shall have overriding effect as and against all other provisions of these Articles:

- 6A.1.1 the Holding Company or a member registered as the holder of not less than 90% of the issued shares of the company may at any time and from time to time appoint any person to be a director or remove from office any director however appointed but so that in the case of a managing director his removal from office shall be deemed an act of the company and shall have effect without prejudice to any claim for damages in respect of the consequent termination of his executive office;
- 6A 1 2 no unissued shares shall be issued or agreed to be issued or put under option without the consent of the Holding Company or a member registered as the holder of not less than 90% of the issued shares of the company,
- 6A.1.3 any or all powers of the directors shall be restricted in such respects and to such extent as the Holding Company or a member registered as the holder of not less than 90% of the issued shares of the company may by notice to the company from time to time lawfully prescribe;
- 6A.2 Any such appointment, removal, consent or notice shall be in writing served on the company and signed on behalf of the Holding Company by any two of its directors or by any one of its directors and its secretary or some other person duly authorised for the purpose or by a member registered as the holder of not less than 90% of the issued shares of the company. No person dealing with the company shall be concerned to see or enquire as to whether the powers of the directors have been in any way restricted hereunder or as to whether any requisite consent of the Holding Company or a member registered as the holder of not less than 90% of the issued shares of the company has been obtained and no obligation incurred or security given or transaction effected by the company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the directors
- 6A.3 In these Articles 'Holding Company' means a company which is the registered holder of not less than 90% of the issued shares

7. VOTES OF MEMBERS

- 7 1 Subject to article 7.2 below and to any rights or restrictions attached to any shares and to any other provisions of these articles, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to vote, shall have one vote and on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder.
- 7 2 For the avoidance of doubt, in the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall not be entitled to a casting vote in addition to any other vote he may have

8. NUMBER OF DIRECTORS

Unless otherwise determined by ordinary resolution, the number of directors is not subject to any maximum. The minimum number of directors is one (and on coming into force of the Companies Act 2006, any sole director must be a natural person). Whenever there shall be

only one director such Director may act alone in exercising all the powers, discretion and authorities vested in the directors, and in such cases the quorum for any meeting of the directors shall be one

9. ALTERNATE DIRECTORS

- 9.1 An alternate director may act as alternate director to more than one director and is entitled at a meeting of the directors or of a committee of the directors to one vote for every director that he acts as alternate director for in addition to his own vote (if any) as a director of the Company, but an alternate director counts as only one director in determining whether a quorum is present.
- 9.2 An alternate director is entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member; to attend and vote at any such meeting at which the director appointing him is not personally present; and generally to perform all the functions of his appointor as a director in his appointor's absence. But it is not necessary to give notice of such a meeting to an alternate director who is absent from the UK.
- 9.3 Unless otherwise determined by ordinary resolution of the Company, an alternate director is not entitled to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice to the Company direct.

10. APPOINTMENT, REMOVAL AND RETIREMENT OF DIRECTORS

- 10.1 The directors are not subject to retirement by rotation.
- 10.2 No person shall be appointed a director at any general meeting unless:
- (a) he is recommended by the directors; or
 - (b) not less than 14 or more than 35 clear days before the date appointed for the meeting, notice executed jointly by a majority of shareholders has been given to the Company of the intention to propose that person for appointment stating the particulars which would, if he were so appointed, be required to be included in the Company's register of directors together with notice executed by that person of his willingness to be appointed
- 10.3 Not less than seven nor more than 28 clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the directors for appointment as a director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment as a director. The notice shall give particulars of that person which would, if he were so appointed, be required to be included in the Company's register of directors.

- 10.4 Subject as aforesaid the Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.
- 10.5 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 maximum number of directors that may be fixed by ordinary resolution.
- 10.6 Resolutions under section 168 of the Companies Act 2006 for the removal of a director shall only be considered by the Company in general meeting.

11. DIRECTORS' APPOINTMENTS AND INTERESTS

Subject to the provisions of the Act, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the Company and may enter into an agreement or arrangement with any director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made on such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate (unless the terms of his appointment provide otherwise) if he ceases to be a director but without prejudice to any claim for damages for breach of the contract of service between the director and Company

12. PROCEEDINGS OF DIRECTORS

- 12.1 A person may participate in a meeting of the directors or of a committee of directors by means of electronic communication provided that throughout the meeting all persons participating in the meeting are able to communicate interactively and simultaneously with all other parties participating in the meeting notwithstanding accidental disconnection of the means of electronic communication during the meeting. A person participating in a meeting in this manner shall be deemed present in person at the meeting and shall be entitled to vote and be counted in the quorum.
- 12.2 The quorum for the transaction of business of the directors may be fixed by the directors and unless so fixed at any other number shall be two.
- 12.3 Subject to disclosure in accordance with section 317 of the Act, a director is entitled to vote at any meeting of the directors or of a committee of directors on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company, and in relation to any such resolution (whether or not he votes on the same) he is to be taken into account in calculating the quorum present at the meeting
- 12.4 Questions arising at a meeting shall be decided by a majority of votes. For the avoidance of doubt, in the case of an equality of votes, the chairman of the board (or of a committee of the board) shall not have a casting vote.

13. INDEMNITY

Subject to the provisions of the Companies Act 2006 but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every director or other officer of the Company (other than any person (whether an officer or not) engaged by the Company as auditor) shall be indemnified out of the assets of the Company against any liability incurred by him for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, and the Company shall be entitled to purchase and maintain insurance against any such liability of such director or officer, provided that this Article shall be deemed not to provide for, or entitle any such person to, indemnification to the extent that it would cause this Article, or any element of it, to be treated as void under the Companies Act 2006.