

41

THE COMPANIES ACTS 1948 TO 1976

Declaration of compliance with the requirements of the Companies Acts 1948 to 1976 on application for registration of a company

Pursuant to section 15(2) of the Companies Act 1948 as amended by the Companies Act 1976

Please do not write in this binding margin



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

* delete if inappropriate

For official use

Company number

--	--	--	--	--	--

1524281

Name of Company

RACAL MESSENGER

Limited*

I, NORMAN STEVEN DAVID HÖDNERÖ CASSONof WESTERN ROADBRACKNELLBERKSHIRE

† Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland 'a Solicitor') engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

do solemnly and sincerely declare that I am † A SOLICITOR OF THE SUPREME COURT ENGAGED IN THE FORMATION of RACAL MESSENGER Limited*

and that all the requirements of the Companies Acts 1948 to 1976 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 28 High Street, Bracknell, Berks

the 7th day of October

One thousand nine hundred and Eighty

before me Christopher L. Coppin
A Commissioner for Oaths † Solicitor

† or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

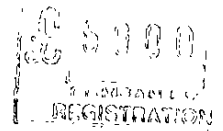
Presentor's name, address and reference (if any):

RACAL GROUP SERVICES
LIMITED
WESTERN ROAD
BRACKNELL BERKSHIRE
NC/MESS/80/1

For official use
General section

Post room

COMPANY LIMITED BY SHARES



Memorandum of Association

OF

RACAL MESSENGER LIMITED



1524281

3

012645/-
010655/-

1. The name of the Company is RACAL MESSENGER LIMITED.

2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are:—

- (1) To carry on business as manufacturers, designers and developers of mobile and other communications equipment, electronic, radio and television engineers, aeronautical engineers, mechanical engineers, motor engineers, electrical engineers, general engineers, constructional engineers, marine engineers, and consulting engineers.
- (2) To carry on business as dealers in, importers and exporters of electrical and aeronautical equipment and plant and machinery of all descriptions, and to act as engineers' agents and merchants, and generally to undertake and execute agencies and commissions of any kind and to carry on business as manufacturers and repairers of, and dealers in mechanical equipment of all types and of parts and accessories thereof.
- (3) To purchase, subscribe for, underwrite, take or otherwise acquire and hold any shares, stock, bonds, options, debentures, debenture stock, obligations or securities in or of any company, corporation, public body, supreme, municipal, local or otherwise or of any Government or State and to act as and perform all the functions of a holding company and to carry on, acquire, undertake and execute any business, undertaking, transaction or operation whether manufacturing, financial, mercantile, agricultural, extractive or otherwise.

(ii)

- (4) To purchase, take on lease or in exchange, hire, or otherwise acquire, and obtain options over, lands, buildings and generally any real or personal property, rights or privileges of any kind which the Company may deem necessary or convenient for or with reference to any of its objects, or capable of being profitably dealt with in connection with any of its property or rights for the time being.
- (5) To apply for or acquire by purchase or otherwise, whether in the United Kingdom or elsewhere, any patents, patent rights, secret processes, trade marks, copyright or other rights or monopolies, licences, concessions and the like, and to use, exercise, develop or grant licences in respect of, or otherwise turn the same to account and to make, assist, or subsidise any experiments, researches or investigations.
- (6) To purchase or otherwise acquire, obtain options over, take over, manage, supervise, control and undertake all or any part of the business, undertaking, goodwill, property, assets, rights and liabilities of any person or company, or to acquire the control of shares of any company or any interest therein and to act as a director or manager of any company.
- (7) To improve, manage, develop, grant licences, easements and other rights over, exchange and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company, or any part thereof, for such consideration as may be thought fit, and in particular for stocks, shares, debentures or securities of any other company, whether fully or partly paid up.
- (8) To pay for any property or rights acquired by the Company, and for any services rendered or to be rendered to the Company either in cash or in fully or partly paid shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in any securities which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as may seem expedient.

-
- (9) To lend any moneys or assets of the Company to such persons, firms or companies and on such terms as may be considered expedient, and either with or without security, and to invest and deal with moneys and assets of the company not immediately required in any manner and to receive money and securities on deposit, at interest or otherwise.
 - (10) To borrow or raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages, or other charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled or unpaid capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures or debenture stock, perpetual or otherwise, or other securities of any description.
 - (11) To enter into any guarantee, contract of indemnity or suretyship whether by personal covenant or by mortgage or charge on all or any part of the undertaking, property or assets of the Company (including its uncalled capital) and in particular (without prejudice to the generality of the foregoing) with or without consideration to guarantee or give security as aforesaid for the payment of any principal moneys, premiums, interest and other moneys secured by or payable under any obligations or securities including particularly the obligations or securities of any company which is (within the meaning of Section 154 of the Companies Act 1948) in relation to the Company a holding company or a subsidiary of such holding company, or of the Company or which is otherwise associated with the Company in business.
 - (12) To issue securities which the Company has power to issue by way of security and indemnity to any person whom the Company has agreed, or is bound or willing to indemnify, or in satisfaction of any liability undertaken or agreed to be undertaken by the Company, and generally in every respect upon such terms and conditions and for such consideration (if any) as the Company may think fit.
 - (13) To establish or promote or concur in establishing or promoting any other company or companies for the purpose of acquiring or undertaking all or any of the assets and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company or to advance the objects or

(iv)

interests thereof, or to take and otherwise acquire and hold or dispose of shares, stock, debentures or other securities of any such company or companies.

- (14) To amalgamate or enter into partnership with, and to co-operate in any way with or assist or subsidise any person, firm or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company.
- (15) To pay all expenses incident to the formation or promotion of this or any other company, and to remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in or debentures or debenture stock or other securities of the Company, or in or about the promotion, formation or business of the Company, or of any other company promoted wholly or in part by this Company.
- (16) To draw, make, accept, endorse, discount, negotiate, execute and issue, and to buy, sell and deal with bills of exchange, promissory notes and other negotiable or transferable instruments or securities.
- (17) To grant pensions or gratuities to any employees or officers (including Directors) or ex-employees or ex-officers (including ex-Directors) of the Company or the relations, connections or dependants of any such persons, and to pay or contribute to insurance schemes having such objects, and to establish or support associations, institutions, clubs, funds and trusts which may be considered likely to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish or contribute to any scheme for the purchase by trustees of fully paid shares in the Company to be held for the benefit of employees of the Company, including any Director holding a salaried employment or office in the Company, and to lend money to the Company's employees to enable them to purchase fully paid shares in the Company, and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.
- (18) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object, or for any exhibition, or for any purpose which may seem likely, directly or indirectly to further the objects of the Company or the interests of its members.
- (19) To distribute among the members of the Company in specie by way of dividend or bonus or upon a return of capital any property or assets of the Company, or any proceeds of sale or disposal of any property or assets of the Company but so that no distribution amounting

(v)

to a reduction of capital be made except with the sanction (if any) for the time being required by law.

- (20) To hold in the names of others any property which the Company is authorised to acquire and to do all or any of the things and matters aforesaid in any part of the world and either as principal, agent, contractor, trustee or otherwise, and by or through trustees, agents, sub-contractors or otherwise, and either alone or in conjunction with others; and to accept property on trust and to act as trustee, executor, administrator or attorney either gratuitously or otherwise.
- (21) To procure the Company to be registered or incorporated in any part of the world.
- (22) To do all such other things and to carry on such other business or businesses whatsoever and wheresoever as may, in the opinion of the Company, be necessary, incidental, conducive or convenient to the attainment of the above objects or any of them, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property, assets or rights, or otherwise likely in any respect to be advantageous to the Company.

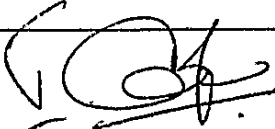

AND it is hereby declared that the word "company" in this Clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere and further the intention is that the objects specified in each paragraph of this Clause shall, except where otherwise expressed in such paragraph, be independent main objects and be in no wise 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 Shares Capital of the Company is £1,000 divided into 1,000 Shares of £1 each.

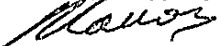
(vi)

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 (In Words)
 I. T. COOPER Western Road Bracknell, Berkshire. RG12 1RG Solicitor	One
 S. R. SCOTT Western Road, Bracknell, Berkshire. RG12 1RG. Solicitor	One

DATED the 6th day of October 1980.

Witness to the above Signatures:—


N. S. D. H. CASSON
Western Road,
Bracknell,
Berkshire.
RG12 1RG.
Solicitor

COMPANY LIMITED BY SHARES

Articles of Association

OF

1524281/4

RACAL MESSENGER LIMITED

1. Save in so far as they are excluded or varied hereby the Regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") shall apply to the Company. Except as otherwise stated references herein to Regulations in Table A shall be construed as referring to those contained in Part I thereof.

2. Subject to any direction to the contrary given by the Company in General Meeting either generally or in any particular case, the whole of the unissued shares of the Company for the time being (whether part of the original or any additional capital) shall be under the control of the Directors who may grant options over, allot or otherwise dispose of the same to such persons and on such terms and conditions as the Directors may think fit, and Regulation 2 of Table A shall be read subject to this Article.

3. In Regulation 11 of Table A the words "(other than fully paid shares)" shall be omitted.

4. In Regulation 15 of Table A the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be omitted.

5. The instrument of transfer of a share shall be signed by or on behalf of the transferor and (in the case of a share other than a fully paid share) by or on behalf of the transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof. All instruments of transfer, when registered, may be retained by the Company. Regulation 22 of Table A shall not apply to the Company.

6. In Regulation 54 of Table A the words "the members present shall be a quorum" shall be omitted and the words "the meeting shall be dissolved" substituted therefor.

7. A poll may be demanded by the Chairman or any member present in person or by proxy and entitled to vote, and Regulation 58 of Table A shall be modified accordingly.

8. The following sentence shall be added at the end of Regulation 5 of Part II of Table A "Any such resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys, and signature in the case of a corporate body which is a member shall be sufficient if made by a director thereof or its duly appointed attorney."

9. Regulation 75 of Table A shall be omitted. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than two. The first Directors shall be appointed in writing by the subscribers to the Memorandum of Association of the Company.

10. Any Director may at any time and from time to time appoint any other Director or appoint any other person who is approved by a majority of the other Directors to be his alternate, and may at any time remove any such alternate and (subject to such approval as aforesaid) appoint another in his place. An alternate shall not be entitled to receive any remuneration from the Company nor to appoint an alternate, nor shall it be necessary for him to acquire or hold any qualification, but he shall be entitled (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) to receive notice of meetings of the Directors and in the absence of the Director appointing him to attend and vote as a Director at any such meeting and generally to exercise all the powers, rights, duties and authorities of the Director appointing him. A Director who is also an alternate shall be entitled, in addition to his own vote, to a separate vote on behalf of the Director he is representing. An alternate may be removed from office by a resolution of the Board, and shall, *ipso facto*, cease to be an alternate if his appointor ceases for any reason to be a Director. Every person acting as an alternate shall be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. All appointments and removals made in pursuance of this Article shall be in writing under the hand of the Director making the same and shall be sent to or left at the Registered Office.

11. The proviso to Regulation 79 of Table A shall be omitted.

12. Paragraphs (2) and (4) of Regulation 84 of Table A shall be omitted. A Director, notwithstanding his interest, may vote in respect of any contract or arrangement in which he is interested and may be counted in the quorum present at any meeting.

13. In Regulation 86 of Table A the words "and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose" shall be omitted.

14. The following paragraph shall be added to the end of Regulation 88 of Table A, namely:—

“(g) shall be required to resign his office by notice in writing lodged at the Registered Office signed by the holder or holders of not less than three-fourths of the nominal value of the issued shares of the Company.”

15. Regulations 89 to 94 (inclusive) and the last sentence of each of Regulations 95 and 97 of Table A shall be omitted.

16. If the Company shall be or become subject to the provisions of Section 185 of the Act then any person may be appointed or elected as a Director whatever may be his age and no Director shall be required to vacate his office by reason of his attaining or having attained the age of 70 or any other age.

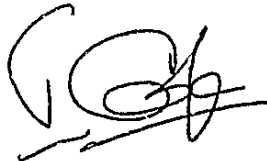
17. Without prejudice to the provisions of Regulations 96 and 97 of Table A the Company may, by Extraordinary Resolution remove any Director (including a Managing Director but without prejudice to any claim he might have for damages) before the expiration of his period of office, and may, by an Ordinary Resolution appoint another person in his stead.

18. Regulation 106 of Table A shall not apply. A Resolution in writing signed by all the Directors (or their alternates) shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted and may consist of several documents in like form each signed by one or more of the Directors.

19. The following sentence shall be added at the end of paragraph (a) of Regulation 134 of Table A, namely:—

“and except those who under the provisions of the Company’s Regulations and Articles of Association or the terms of issue of the shares held by them are not entitled to receive notices of general meetings of the Company.”

Names, Addresses and Descriptions of Subscribers



I. T. Goller

Western Road,
Bracknell,
Berkshire.
RG12 1RG.
Solicitor

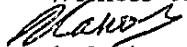


S. R. Scott

Western Road,
Bracknell,
Berkshire.
RG12 1RG.
Solicitor

DATED the 6th day of October 1980

Witness to the above Signatures:—



N. S. D. H. Casson

Western Road,
Bracknell,
Berkshire.
RG12 1RG.
Solicitor



THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and
secretary and intended situation
of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering* delete if
inappropriate

Company number

1524281/5

Name of Company

Racal Messenger

Limited*

The intended situation of the registered office of the company
on incorporation is as stated below

Western Road, Bracknell, Berks. RG12 1RG.

If the memorandum is delivered by an agent for the subscribers of
the memorandum please mark 'X' in the box opposite and insert the
agent's name and address belowIf the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statementPresentor's name, address and
reference (if any):For official use
General section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this leading margin



Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	Gerald Arthur Whent	Business occupation	Company Director
Former name(s) (note 3)		Nationality	British
Address (note 4)	Pennyln Cottage, The Drove, Twyford, Hants.	Date of birth (where applicable) (note 6)	1.3.27
Particulars of other directorships (note 5)	Nil		
I hereby consent to act as director of the company named on page 1			
Signature		Date	22nd Sept. 1980

Name (note 2)	Geoffrey John Bennett	Business occupation	Company Director
Former name(s) (note 3)		Nationality	British
Address (note 4)	16, Coxheath Road, Church Crookham, Hants.	Date of birth (where applicable) (note 6)	16.3.30
Particulars of other directorships (note 5)	Nil		
I hereby consent to act as director of the company named on page 1			
Signature		Date	22nd Sept 1980

Name (note 2)	David Edward Mackinney	Business occupation	Company Director
Former name(s) (note 3)		Nationality	British
Address (note 4)	Crowle House, Crowle Road, Lambourn, Berks.	Date of birth (where applicable) (note 6)	17.2.44
Particulars of other directorships (note 5)	Nil		
I hereby consent to act as director of the company named on page 1			
Signature		Date	22nd Sept 1980

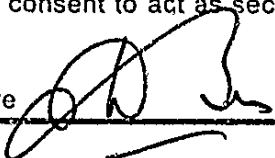
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Important

The particulars
to be given are
those referred to
in section
21(2)(b) of the
Companies Act
1976 and section
200(3) of the
Companies Act
1948. Please
read the notes
on page 4 before
completing this
part of the form.

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

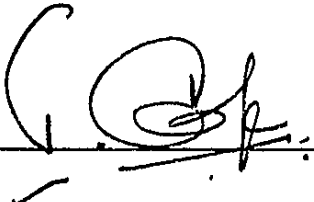
Name (notes 2 & 7)	Derek Edwin Berry
Former name(s) (note 3)	
Address (notes 4 & 7)	"Cloncarrig", North Common, Weybridge, Surrey. KT13 9DN.
I hereby consent to act as secretary of the company named on page 1	
Signature 	Date 23rd Sept. 1980


Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

* as required by
section 21(3) of
the Companies
Act 1976

Signed by or on behalf of the subscribers of the memorandum*

† delete as
appropriate

Signature  [Subscriber] [Agent]† Date 6th October 1980

Signature  [Subscriber] [Agent]† Date 6th October 1980

FILE COPY



CERTIFICATE OF INCORPORATION

No. 1524281

I hereby certify that

RACAL MESSENGER LIMITED

is this day incorporated under the Companies Acts 1948 to 1976 and that the
Company is Limited.

Given under my hand at Cardiff the

24TH OCTOBER 1980

A handwritten signature in dark ink, appearing to read 'E. A. Wilson'.

E. A. WILSON

Assistant Registrar of Companies

G

Notice of increase in nominal capital

123

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

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1524281

Name of company

RACAL MESSENGER LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 18/02/1994 the nominal capital of the company has been increased by £ 2499000.00 beyond the registered capital of £ 1000.00

A copy of the resolution authorising the increase is attached.

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 follow:

The new shares are ordinary shares of £1 each and such new ordinary shares rank pari passu and form one class with the existing 1,000 ordinary shares.

Please tick here if
continued overleaf

☐

Signed

Designation

SECRETARY

Date

25/2-94

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

M. SEABROOK ESQ.
RACAL GROUP SERVICES LIMITED
RICHMOND COURT
309 FLEET ROAD, FLEET
HANTS GU13 8BU

For official Use

General Section

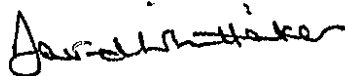
Post room

RACAL MESSENGER LIMITED

REGISTRATION NUMBER: 1524281

At an Extraordinary General Meeting of the Company held on 18 February 1994 the following Resolutions were duly passed as ordinary resolutions:

1. "THAT the authorised share capital of the Company be increased from £1,000 to £2,500,000 by the creation of 2,499,000 ordinary shares of £1 each ranking pari passu in all respects with the existing shares in the capital of the Company".
2. "THAT with effect from the time of the passing of this resolution the directors be unconditionally authorised pursuant to Section 80, Companies Act 1985, to allot relevant securities (as defined in that Act) up to the amount of the authorised share capital of the Company at the time of the passing of this resolution at any time or times during the period of five years from the date hereof and at any time thereafter pursuant to any offer or agreement made by the Company before the expiry of this authority".



.....
David Whittaker, Solicitor
Company Secretary