

## THE COMPANIES ACTS 1948 TO 1980

**Declaration of compliance with the requirements on application for registration of a company**

Pursuant to section 3(5) of the Companies Act 1980

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

For official use

Company number

Name of company

I, NIGEL LEONARD BLOOD,  
of 34 Temple Chambers,  
Temple Avenue,  
London, EC4Y 0HP

† 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 person named as Secretary of the Company  
in the statement delivered under section 21 of the Companies Act 1976  
of

and that all the requirements of the Companies Acts 1948 to 1980 in  
respect of the registration of the said company and of matters  
precedent 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,  
in the City of London,  
the 28<sup>th</sup> day of OCTOBER  
One thousand nine hundred and eighty ONE

*Nigel Blood*

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

before me *M. A. C. Conacher*  
A Commissioner for Oaths‡

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

The London Law Agency Ltd.,  
Temple Chambers,  
Temple Avenue,  
London, EC4Y 0HP.

For official use  
General Section

Post room



**The London Law Agency Limited**

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP

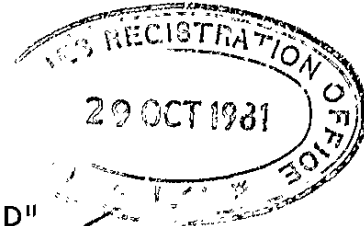
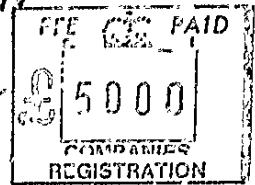
Company Registration Agents, Printers and Publishers  
Tel: 01-353 9471 (10 lines)

COMPANY LIMITED BY SHARES

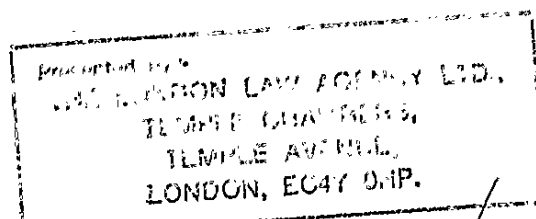
MEMORANDUM OF ASSOCIATION

1598829/3

OF  
TRANSNET LIMITED



1. The Name of the Company is "TRANSNET LIMITED"
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are:-
  - (A) (i) To carry on business for receiving data, information and computerized messages, their processing and forward transfer via communication networks, computers, electronic devices, message switching systems and other advance technology systems of all kinds.
  - (ii) To manage, control and implement the running of telecommunication, systems of all kinds including systems for conveyance through the agency of electric, magnetic, electro-magnetic, electro-chemical or electro-mechanical energy of speech, music and other sounds, visual images or signals for the impartation of any matter.
  - (iii) To acquire and grant and/or register licences, patents, copyrights, trademarks and other intellectual rights, as well as know-how of all kinds in particular those connected with the Computer and Telecommunication fields.
  - (v) To deal in the purchase, sale, leasing, borrowing, installation, upkeep, distribution, promotion, import and export, planning, research, development, manufacture, exploitation, use and marketing of computer systems, hardware, software, terminals, systems for the collection and processing of data, and other systems which require computerized processing.
  - (vi) To deal in the purchase, sale, leasing, borrowing, installation, upkeep, distribution, promotion, planning, research, development, manufacture, exploitation, use and marketing of electronical systems, telecommunication systems and advanced technology systems.
  - (vii) To act as a service bureau for collecting and processing data of all kinds and to provide consultant services within the ambit of the Company's objects.
  - (viii) To carry on business for the provision, management, planning development and installation of value added services to the existing telecommunication and/or computerized networks and/or systems.



MH/LOND/BKK. 89

(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, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances.

(G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person.

(I) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business and whether or not this Company receives directly or indirectly any consideration or advantage therefrom.

(J) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

(K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

(R) To sell, improve, manage, develop, turn to account, exchange, let on rent, grant royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(S) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(T) To subscribe or guarantee money for or organise or assist any national, local, charitable, benevolent, public, general or useful object, or for any exhibition or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.

(U) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(V) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.


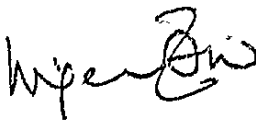
(W) To do all such things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraphs) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the name of the Company.

4. The liability of the Members is limited.

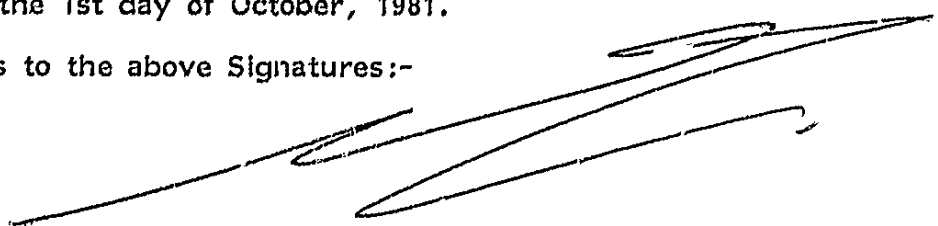
5. The share capital of the Company is £10,000 divided into 10,000 shares of £1 each.

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
 ROY C. KEEN, Temple Chambers, Temple Avenue, London EC4Y 0HP.  Company Director.	One /
 NIGEL L. BLOOD, Temple Chambers, Temple Avenue, London EC4Y 0HP.  Company Director.	One /

Dated the 1st day of October, 1981.

Witness to the above Signatures:-



J. JEREMY A. COWDRY,  
Temple Chambers,  
Temple Avenue,  
London EC4Y 0HP.  
  
Company Director.

THE COMPANIES ACTS 1948 TO 1980

COMPANY LIMITED BY SHARES

1598829/4

ARTICLES OF ASSOCIATION

OF

TRANSNET 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") as modified by the Companies Acts 1948 to 1980 (as defined by Section 90 (2) of the Companies Act 1980) shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 11, 24, 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 accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

SHARES

3. The Shares shall be under the control of the Directors and the Directors may allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 14 (10) of the Companies Act 1980) of the Company to such persons and generally on such terms and in such manner as they think fit.

4. The general authority conferred by Article 3 hereof shall extend to all relevant securities of the Company from time to time unissued during the currency of such authority. The said general authority shall expire on the fifth anniversary of the incorporation of the Company unless varied or revoked or renewed by the Company in General Meeting.

5. The Directors shall be entitled under the general authority conferred by Article 3 hereof to make at any time before the expiry of such authority any offer or agreement which will or may require securities to be allotted after the expiry of such authority.

6. Section 17 (1) of the Companies Act 1980 shall not apply to any allotment of shares in the Company.



7. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a share shall extend to all dividends payable thereon.

#### GENERAL MEETINGS

8. Clause 54 in Part I of Table A shall be read and construed as if the last sentence ended with the words ", and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall be dissolved".

#### DIRECTORS

9. 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.

10. The first Director or Directors of the Company shall be the person or persons named in the Statement delivered under Section 21 of the Companies Act 1976.

11. 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.

12. 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.

13. 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.

#### ALTERNATE DIRECTORS

14. 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.


#### 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.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---



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

Company Director.



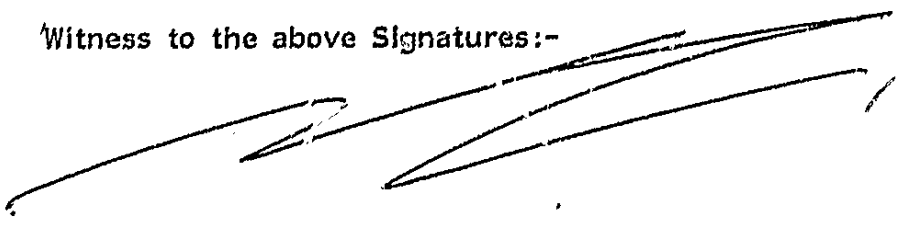
NIGEL L. BLOOD,  
Temple Chambers,  
Temple Avenue,  
London EC4Y 0HP.

Company Director.

---

Dated the 1st day of October, 1981.

Witness to the above Signatures:-



J. JEREMY A. COWDRY,  
Temple Chambers,  
Temple Avenue,  
London EC4Y 0HP.

Company Director.

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

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

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

Company number

**1598829/5**

Name of Company

**TRANSNET**

Limited\*

The intended situation of the registered office of the company  
on incorporation is as stated below**84 Temple Chambers,  
Temple Avenue,  
London, EC4Y 0HP**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 below**X****The London Law Agency Limited  
84 Temple Chambers, Temple Avenue, London, EC4Y 0HP**If 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 statementPresenter's  
reference (if any)**The London Law Agency Limited  
84 Temple Chambers,  
Temple Avenue,  
London, EC4Y 0HP  
Telephone: 01-353 9471  
Telex: 23553**

for official use

General section

Post room

Law Society  
Association**The London Law Agency Limited****TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP**

Company Registration Agents, Printers and Publishers

Tel: 01-353 9471 (10 lines)

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 binding 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.

Name (note 2)	Roy Charles Keen	Business occupation	Company Director
Former name(s) (note 3)		Nationality	English
Address (note 4)	84 Temple Chambers, Temple Avenue, London, EC4Y 0HP	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
The London Law Agency Limited West's Printing Works Limited LLA Financial Services Limited			
I hereby consent to act as director of the company named on page 1			
Signature		Date 10 OCT 1981	

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:

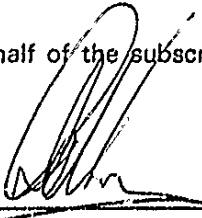
**Important**


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.

Name (notes 2 & 7)	Nigel Leonard Blood
Former name(s) (note 3)	
Address (notes 4 & 7)	84 Temple Chambers, Temple Avenue, London, EC4Y 0HP
I hereby consent to act as secretary of the company named on page 1	
Signature	Date 10 OCT 1981

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

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

Signature  [Subscriber] Date 10 OCT 1981

Signature  [Subscriber] Date

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1598829

I hereby certify that

TRANSNET LIMITED

is this day incorporated under the Companies Acts 1948 to 1980 as  
a private company and that the Company is limited.

Given under my hand at Cardiff the 20TH NOVEMBER 1981

A handwritten signature in black ink, appearing to read 'R. J. Jones', written over a horizontal line.

Assistant Registrar of Companies

20  
The Companies Acts 1948-1981

No. 1598829

Company Limited by Shares

Ordinary Resolution

of

TRANSNET LIMITED

PASSED 9th February 1982

At an Extraordinary General Meeting of the above-named Company duly convened and held at 2 London Wall Buildings in the City of London on 9th February 1982 the following resolution was passed as an ordinary resolution :-

That the capital of the Company be increased from £10,000 divided into 10,000 ordinary shares of £1 each to £200,000 by the creation of an additional 190,000 ordinary shares of £1 each to rank pari passu with the existing ordinary shares of the Company in all respects.

*J. D. C. [Signature]*

.....  
Chairman



# G

Please do not write in  
this binding margin ↓

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

\* delete if  
inappropriate

† delete as  
appropriate

Note  
This notice and a  
printed copy of the  
resolution authorising  
the increase must be  
forwarded to the Registrar  
of Companies within  
15 days after the passing  
of the resolution

## THE COMPANIES ACTS 1948 TO 1976

### Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

# 10

To the Registrar of Companies

For official use

Company number

9

1598829

Name of Company

TRANSNET

Limited \*

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by  
[ordinary] ~~[extraordinary]~~ ~~[special]~~ † resolution of the company dated 9th February 1982  
the nominal capital of the company has been increased by the addition thereto of the sum  
of £ 190,000 beyond the registered capital of £ 10,000

A printed copy of the resolution authorising the increase is forwarded herewith.

The additional capital is divided as follows:

Number of shares	Class or share	Nominal amount of each share
190,000	Ordinary	£1.00

(If any of the new shares are preference shares state whether they are redeemable or not.)  
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:

ranking pari passu with the existing ordinary shares of the  
Company.

Please tick here if  
continued overleaf

☐

Signature

*John L. Jones*

[Director] [Secretary] †

Date 27/4/82

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

Birkbeck Montagu's  
7 St. Bride Street  
London  
EC4A 4AT

Ref: JR.RDN.DM  
Tel: 01-353 3222

For official use  
General section

Post room

76



THE COMPANIES ACTS 1948 TO 1976

# Notice of accounting reference date

Pursuant to section 2(1) of the Companies Act 1976



Please do not write in this binding margin

To the Registrar of Companies

For official use

Company number

1598829

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

Name of company

TRANSNET

Limited\*

\*delete if inappropriate

hereby gives you notice in accordance with subsection (1) of section 2 of the Companies Act 1976 that the accounting reference date on which the company's accounting reference period is to be treated as coming to an end in each successive year is as shown below:

Important  
The accounting reference date to be entered alongside should be completed as in the following examples:

Please mark X in the box below if a public company

Day	Month
3	1
1	2

31 March

Day	Month
3	1
0	3

5 April

Day	Month
0	5
0	4

31 December

Day	Month
3	1
1	2

† delete as appropriate

Signed *John Lawrence* [Director] [Secretary]† Date 5th May, 1982

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

Birkbeck Montagu's  
7 St. Bride Street  
London  
EC4A 4AT

Ref: JR.RDN.DM  
Tel: 01-353 3222

For official use  
General Section

Post room



**The London Law Agency Limited**

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP

Company Registration Agents, Printers and Publishers

Tel: 01-353 9471 (10 lines)



Company No. 1598829 / 18

TRANSNET LIMITED  
COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTION

(Passed 25th November 1983)

At an Extraordinary General Meeting of the above named Company duly convened and held on the 25th November 1983 the following Resolution was duly passed as a Special Resolution namely:-

RESOLUTION.

THAT the authorised share capital of the Company be and is hereby increased to £400,000 by the creation of a further 200,000 Ordinary Shares of £1.00 each to rank pari passu in all respects with the existing ordinary shares of the Company.

..... J. DeMayman  
Director

Dated 25th November 1983





15/2.01.

10

# THE COMPANIES ACTS 1948 TO 1976

## Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

Please do not write in this binding margin

To the Registrar of Companies

For official use

Company number

19

1598829

Name of Company

TRANSNET Limited \*

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

\* delete if inappropriate

† delete as appropriate

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by ~~[ordinary]~~ <sup>special</sup> ~~[extraordinary]~~ <sup>†</sup> resolution of the company dated 25th November 1983 the nominal capital of the company has been increased by the addition thereto of the sum of £ 200,000 beyond the registered capital of £ 200,000

A printed copy of the resolution authorising the increase is forwarded herewith.

The additional capital is divided as follows:

Number of shares	Class or share	Nominal amount of each share
200,000	Ordinary	£1.00

Note  
This notice and a printed copy of the resolution authorising the increase must be forwarded to the Registrar of Companies within 15 days after the passing of the resolution

(If any of the new shares are preference shares state whether they are redeemable or not)  
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:  
to rank pari passu with the existing shares of the Company

Please tick here if continued overleaf

☐

Signed J. B. Rayman [Director] ~~[Secretary]~~ † Date 25.11.1983

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

Birkbeck Montagu's,  
7, St. Bride Street,  
London, EC4A 4AT.

Ref. JR/RDN/BAN.

Tel. 353-3222.

For official use  
General section

Post room

COMPANIES REGISTRATION  
M  
- 1 DEC. 1983  
34  
OFFICE

2917

Form No. 28

## THE COMPANIES ACTS 1948 TO 1976

# Notice of consolidation, division, conversion, sub-division, redemption or cancellation of shares, or re-conversion of stock into shares

Pursuant to section 62 of the Companies Act 1948  
as amended by the Companies Act 1976

28

Please do not  
write in this  
binding margin



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

\*Delete if  
inappropriate

To the Registrar of Companies

For official use Company number

21

1598829

Name of company

TRANSET

Limited\*

Notice of consolidation, division, sub-division, or conversion into stock or shares, specifying the shares so consolidated, divided, sub-divided or converted into stock, or of the re-conversion into shares of stock, specifying the stock so re-converted, or of the redemption of redeemable preference shares or of the cancellation of shares (otherwise than in connection with a reduction of share capital under section 66 of the Companies Act 1948).

The above-named company hereby gives you notice, in accordance with section 62 of the Companies Act 1948 that: BY Resolution of the Company passed on 26th June 1984 there were cancelled 180,000 Ordinary shares of £1 each (which had not been taken or agreed to be taken by any person) so that after such cancellation the nominal capital of the Company is £220,000 divided into 220,000 Ordinary shares of £1 each.

†Delete as  
appropriate

Signed

[Director] [Secretary]† Date

6/7/84

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

CH. HAUSMANN & CO.  
42 MANCHESTER STREET  
LONDON W1M5PE

For official use  
General section

Post room



No. 1598829

THE COMPANIES ACTS 1948 to 1981  
COMPANY LIMITED BY SHARES  
ORDINARY RESOLUTION

OF  
TRANSNET LIMITED

Passed the 26th day of June 1984

AT AN EXTRAORDINARY GENERAL MEETING of the above  
named company duly convened and held on the above date  
the following resolution was passed as an Ordinary  
Resolution:

That the capital of the company be reduced from  
400,000 divided into 400,000 ordinary shares of £1 each by  
cancelling 180,000 shares of £1 each which have not been  
taken or agreed to be taken by any person.

*...Levi Avi.....*  
Chairman

*Certified true copy.*

*[Signature]*  
D.E.W. OLIVER.  
COMPANY SECRETARY.



1598829

26  
THE COMPANIES ACTS 1948 to 1981  
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

TRANSNET LIMITED

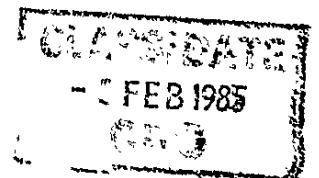
At an Extraordinary General Meeting of the Company duly convened and held at the Registered Office on the 1st day of February 1985 the subjoined Special Resolution was duly passed, viz:-

IT WAS RESOLVED that the provisions of the Memorandum and Articles of Association be and are hereby amended by their deletion and the substitution therefor of the document annexed hereto.

*m. J. O'Connell* 1.2.85  
.....

DIRECTOR/SECRETARY

*Joan Senior* 1.2.85

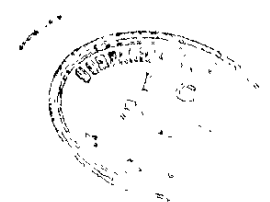


8/285

Presented by:



Kalma (Company Services) Limited  
3rd Floor, Carlisle House,  
8 Southampton Row,  
London WC1B 4AE  
Tel 01-405 0426/7



**THE COMPANIES ACTS 1948 to 1981  
COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**

**OF**

**TRANSNET LIMITED**

AS ADOPTED BY SPECIAL RESOLUTION PASSED 1ST FEBRUARY 1985

1. The name of the Company is TRANSNET LIMITED.
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are :—
  - (A)(i) To carry on business for receiving data, information and computerized messages, their processing and forward transfer via communication networks, computers, electronic devices, messageswitching systems and other advance technology systems of all kinds.
  - (ii) To manage, control and implement the running of telecommunication, systems of all kinds for conveyance through the agency of electric, magnetic, electro-magnetic, electro-chemical or electro-mechanical energy of speech, music and other sounds, visual images or signals for the impartation of any matter.
  - (iii) To acquire and grant and/or register licences, patents, copyrights, trademarks and other intellectual rights, as well as know-how of all kinds in particular those connected with the Computer and Telecommunications fields.
  - (iv) To deal in the purchase, sale, leasing, borrowing, installation, upkeep, distribution, promotion, import and export, planning, research, development, manufacture, exploitation, use and marketing of computer systems, hardware, software, terminals, systems for the collection and processing of data, and other systems which require computerized processing.
  - (v) To deal in the purchase, sale, leasing, borrowing, installation, upkeep, distribution, promotion, planning, research, development, manufacture, exploitation, use and marketing of electronical systems, telecommunication systems and advanced technology systems.
  - (vi) To act as a service bureau for collecting and processing data of all kinds and to provide consultant services within the ambit of the Company's objects.



- (B) To guarantee or give security for the payment or performance of any contracts, debts, or obligations of any person, company or firm, for any purpose whatsoever, 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 and generally to give any guarantee, security or indemnity.
- (C) To carry on any other business which, in the opinion of the Company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property.
- (D) To take on lease, purchase or in exchange, hire or otherwise acquire and hold for any interest or estate any buildings, lands, easements, privileges, rights, concessions, patent rights, patents, secret processes, licences, machinery, plant, stock-in-trade, and any real or personal property of any kind convenient or necessary for the purposes of or in connection with the Company's business or any department or branch thereof.
- (E) To apply for, purchase or otherwise acquire and hold any patents, licences, concessions, brevets d'invention, copyrights and the like, conferring any right to use or publish any secret or other information and to use, develop, exercise, or grant licences in respect of the property, rights and information so acquired.
- (F) To erect, build, construct, or reconstruct, lay down, alter, enlarge and maintain any factories, buildings, works, shops, stores, plant and machinery necessary or convenient for the Company's business and to contribute to or subsidise the construction, erection and maintenance of any of the aforesaid.
- (G) To subscribe for, take, purchase or otherwise acquire and hold, sell, deal with or dispose of any shares, stocks, debentures, debenture stocks, bonds, obligations and securities, guaranteed by any Company constituted or carrying on business in any part of the world and debentures, debenture stocks, bonds, obligations and securities guaranteed by any Government or Authority, Municipal, Parochial, Local or otherwise, within and without the United Kingdom, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to enforce and exercise all rights and powers conferred by the ownership thereof.

- (H) To promote by way of advertising the products and services of the Company in any manner and to reward customers or potential customers and to promote and take part in any scheme likely to benefit the Company.
- (I) To borrow or raise money and 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 of or charges upon the undertaking and all or any of the real or heritable and personal or moveable property (present and future) and the uncalled capital for the time being of the Company or by the creation and issue of debenture stock, debentures or other obligations or securities of any description.
- (J) To support, guarantee and/or secure either with or without consideration the payment of any debenture stock, debentures, mortgages, charges, obligations, bonds, interest, securities, dividends, shares or moneys or the performance of engagements or contracts of any other Company or person and in particular (but without prejudice to the generality of the foregoing) of any Company which is, for the time being, the Company's holding company as defined by Section 154 of the Companies Act, 1948, or another subsidiary, as defined by the said section, of the company's holding company or otherwise associated with the Company in business and to give indemnities and guarantees of all kinds and by way of security as aforesaid either with or without consideration to mortgage and charge the undertaking and all or any of the real and personal property and assets present or future, to issue debentures and debenture stock and collaterally or further to secure any securities of the Company by a Trust Deed or other assurance and to enter into partnership or any joint purse arrangement with any person, persons, firm or company.
- (K) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the dividends, interest and capital of the stocks, shares or securities of any company of or in which the Company is a member or is otherwise interested.
- (L) To take part in the management, formation, control or supervision of the business or operation of any company or undertaking and for that purpose to appoint and remunerate any directors, experts or agents.
- (M) To employ experts to examine and investigate into the character, prospects, value, condition and circumstances of any undertakings and business concerns and generally of any property, assets or rights.



- (N) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments; to receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (O) To promote or establish or concur in promoting or establishing any other Company whose objects shall include the taking over of or the acquisition of all or any of the assets or liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to hold, acquire, dispose of stocks, shares or securities issued by or any other obligations of any such Company.
- (P) To deal with and invest the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve.
- (Q) To accept payment for any rights or property sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in partly or fully paid-up shares or stock of any corporation or company, with or without deferred or preferred or special rights or restrictions in respect of repayment of capital, dividend, voting or otherwise, or in mortgages or debentures or other securities of any corporation or company or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any stock, shares or securities so acquired.
- (R) To enter into any partnership or amalgamate with or enter into any arrangement for sharing profits, interests, or co-operative or enter into co-operation with any company, person or firm carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as to benefit this Company, whether directly or indirectly and to acquire and hold, deal with, sell or dispose of any stock, shares or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, otherwise assist or subsidise, any such company.
- (S) To pay for any right or property acquired by the Company either in cash or partly or fully paid-up shares with or without deferred or preferred or special rights or restrictions in respect of repayment of capital, dividend, voting or otherwise, or by any securities which the Company has power to issue, and generally on such terms and conditions as the Company may determine.

- (T) To develop, improve, manage, sell, turn to account, let on rent, royalty, exchange, share of profits or otherwise, grant easements, licences and other rights in or over, and in any other manner dispose of or deal with the undertaking and all or any of the assets and property for the time being of the Company for such consideration as the Company may think fit.
- (U) To acquire, purchase, take over and undertake part or all of the business, property, assets, liabilities and engagements of any firm, person or company carrying on any business, the carrying on of which is calculated to benefit this Company or to advance its interests generally.
- (V) To aid in the support and establishment of any educational, scientific, religious or charitable institutions or trade associations or societies, whether such associations, societies or institutions be solely connected with the business carried on by the Company or its predecessors in business or not, and to maintain and institute any club, society or other organisation.
- (W) To grant pensions, gratuities, allowances and bonuses to employees or ex-employees, officers or ex-officers of the Company or its predecessors in business or the dependents of such persons and to maintain and establish or concur in maintaining funds, trusts or schemes, (whether contributory or non-contributory) with a view to providing pensions or other funds for any such persons or their dependents as aforesaid.
- (X) To distribute in specie any of the shares, debentures or securities of the Company or any proceeds of sale or disposal of any property of the Company between the members of the Company in accordance with the rights, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (Y) To do all or any of the above things in any part of the world, either alone as principals, or as agents for or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (Z) 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 declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraphs or the order in which they occur.

4. The liability of the members is limited.

5. The share capital of the Company is £220,000 divided into  
220,000 shares of £1 each.

**THE COMPANIES ACTS 1948 to 1981  
COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**TRANSNET LIMITED**

AS ADOPTED BY SPECIAL RESOLUTION PASSED 1ST FEBRUARY 1985

**PRELIMINARY**

1. The Company shall be a private company within the meaning of the Companies Acts 1948 to 1981 (hereinafter referred to as "the Acts") and subject as hereinafter provided the regulations contained in the First Schedule to the Companies Act, 1948 as amended by the Acts (hereinafter referred to as "Table A") shall apply to the Company. Reference to any provisions of the Acts shall where the context so admits be construed as and include a reference to such provisions as modified by any statute for the time being in force.
2. Regulations 22, 24, 53, 58, 71, 75, 84(2), 84(4), 88, 89, 90, 91, 92, 99, 107 and 108 of Table A aforesaid shall not apply to the Company but the Articles hereinafter contained together with the remaining regulations of Table A subject to the modifications hereinafter expressed shall constitute the regulations of the Company.

**SHARES**

3. Section 17 of the Companies Act, 1980 shall apply to the Company. Such shares which are not accepted subject to Section 17 aforesaid shall be under the control of the Directors who may allot, grant options over or otherwise dispose of the same to such persons on such terms and in such manner as they think fit. Provided that in the case of shares not accepted such shares shall not be so disposed of on terms or conditions more favourable to any of the subscribers thereto than the terms and conditions offered to the Members.
4. Subject to Article 3 hereof the Directors are authorised to allot shares as set out in Section 14 of the Companies Act, 1980 up to the amount of the share capital authorised at the incorporation of the Company at any time or times during the period of five years from the date of Incorporation.
5. Subject to the provisions of Part III of the Companies Act, 1981 the Company is authorised to purchase its own shares.

**LIEN**

6. The lien conferred by Regulation 11 of Table A shall apply to all shares whether or not fully paid and in respect of any liability to the Company of the registered holder or holders of such shares and Regulation 11 aforesaid shall be modified accordingly.

## SHARE TRANSFERS

7. The instrument of transfer of a fully paid share shall be signed by or on behalf of the transferor and in the case of shares which are not fully paid up the instrument of transfer shall in addition be signed by or on behalf of the transferee.
8. The Directors may in their absolute discretion and without assigning any reason decline to register any transfer of any share whether or not it is a fully paid share.

## PROCEEDINGS AT GENERAL MEETINGS

9. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the Chairman or any other Member present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a Resolution has been carried on a show of hands (whether unanimously or by a particular majority) or lost and an entry to that effect made in the book containing the minutes of the proceedings of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in such vote.

## DIRECTORS

10. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than seven. If at any time and from time to time there shall be only one Director of the Company then such Director may act alone in exercising all the powers and authorities vested in the Directors. The first Director or Directors of the Company shall be the person or persons named in the statement delivered to the Registrar of Companies in accordance with the Acts.
11. A person may be appointed a Director notwithstanding that he has attained the age of seventy years and no Director shall be liable to vacate office by reason only of his attaining or having attained that or any other age.
12. The Directors shall not be required to retire by rotation and Regulations 89, 90, 91, 92 and 94 of Table A shall not apply. Regulations 95 and 97 aforesaid shall be modified accordingly.
13. Any Director may by notice in writing signed by him and deposited at the registered office of the Company appoint an alternate Director to act on his behalf. Such alternate Director must be either a Director of the Company or a person approved by all of the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat as a Director but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director. A Director who is also an alternate Director shall be entitled in addition to his own vote to a separate vote on behalf of the Director whom he represents.

14. Provided that he shall declare his interest in any contract or transaction a Director may vote as a Director in regard to any such contract or transaction in which he is interested or in respect of his appointment to any office or place of profit or upon any matter arising thereout and if he shall so vote his vote shall be counted.

15. The office of Director shall be vacated:—

- a. if by notice delivered in writing to the Company at its registered office or tendered at a meeting of the Directors he resigns the office of Director; or
- b. if he becomes bankrupt or enters into any arrangement with his creditors; or
- c. if he becomes of unsound mind; or
- d. if he is prohibited from being a Director by reason of any order made under the Acts; or
- e. if he is removed from office by a resolution duly passed in accordance with the Acts.

#### **BORROWING POWERS OF DIRECTORS**

16. The proviso to Regulation 79 of Table A shall not apply to the Company.

#### **MANAGING DIRECTORS AND MANAGERS**

17. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms as they think fit and subject to the terms of any agreement entered into in any particular case may revoke such appointment.
18. A Managing Director or Manager shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the Directors may determine.

#### **PROCEEDINGS OF DIRECTORS**

19. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be when one Director only is in office one and shall when more than one Director is in office be two.

#### **SECRETARY**

20. The first Secretary to the Company shall be the person named in the statement delivered to the Registrar of Companies pursuant to the Acts.

#### **INDEMNITY**

21. Subject to the provisions of the Acts and in addition to such indemnity as is contained in Regulation 136 of Table A every Director officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

Company No. 1598829

**NOTICE OF REMOVAL OF DOCUMENT(S)  
FROM MICROFICHE RECORD**

Company name: TRANSNET LIMITED

Document removed: MEMORANDUM + ARTICLES OF ASSOCIATION

Reason for removal:

The document in question was intended to be  
filed on company number FC15529. But the  
NAME TRANSNET WAS USED ON THE DOCUMENT INSTEAD  
OF THE CORRECT NAME OF SOUTH AFRICAN AIRWAYS.

Signed: J. R. Jones P. P.  
Assistant Registrar  
Date: 7/3/94

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 1598829

The Registrar of Companies for England and Wales hereby certifies that  
TRANSNET LIMITED

having by special resolution changed its name, is now incorporated  
under the name of  
MINT COMMUNICATIONS SYSTEMS LIMITED

Given at Companies House, Cardiff, the 23rd January 1995

A handwritten signature in dark ink, likely belonging to the Registrar of Companies, positioned above the official stamp.



\*C01598829I\*

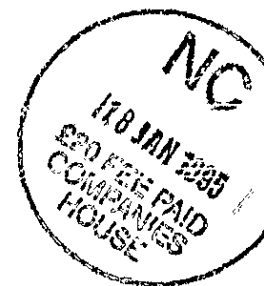
For the Registrar of Companies



C O M P A N I E S H O U S E

HC0062





Company Number: 1598829

TRANSNET LIMITED

SPECIAL RESOLUTION OF THE ABOVE COMPANY

PASSED THE 14TH DAY OF DECEMBER 1994

1. The following Resolution was proposed as a Special Resolution:

"The Company shall henceforth change its name and be known as  
Mint Communications Systems Limited"

2. There being no other business the Meeting was terminated.

Dated this 14th day of December 1994

*[Signature]*  
.....



*No fee*

