

Memorandum of Association

1608262/12
The Companies Acts 1948 - 1980
Company Limited By Shares

of

ARCOM CONTROL SYSTEMS LIMITED

(As amended by Special Resolution passed 18th January 1982)

1. The name of the Company is * Arcom Control Systems Limited

2. The Registered Office of the Company will be situate in England

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

- (A) To carry on the business of owners, managers, proprietors and operators of computer bureaux and agencies of every and any description; to carry on the business as word processors, data processors, consultants, designers, producers, manufacturers, wholesalers, retailers, exporters, importers, agents for the sale of and general merchants, dealers, traders, marketers, suppliers and distributors, hirers and leasers of computer software and hardware and ancillary and allied equipment of every and any description; to carry on the business of computer programmers, devisers of computer languages and codes, punch card operators and as consultants and advisers into all aspects of the computer and allied industries; to carry on the business of manufacturers and dealers in computer hardware and software and peripheral equipment and continuous stationery of all kinds; to undertake the supply of such staff and other personnel that may be required by persons having dealings with the company and to undertake, perform and carry out all services in connection with the computer trades and industries; and to carry on the business of dealers in electronic, electrical and other machinery and office supplies, furniture, furnishings, and equipment of all kinds; and to enter into any contracts and other arrangements of all kinds with persons having dealings with the company on such terms and for such periods of time as the company may from time to time determine, on a commission or fee basis or otherwise; and to carry on any other trade or business whatever, of a like and similar nature.

*The name of the Company was changed from VOLTDATA LIMITED by Special Resolution passed 20th January 1982.

- (B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company.
- (C) To acquire by purchase, lease, exchange, hire or otherwise, hold for any estate or interest, any land, 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.
- (D) To erect, alter or maintain any buildings, 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 acquire by subscription or otherwise and hold, sell, deal with or dispose of any Shares, Stock, Debentures, Debenture Stocks, or other Securities of any kind whatsoever, guaranteed by any Company constituted or carrying on business in any part of the world and Debentures, Debenture Stock and other securities of any kind guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.
- (F) To borrow or receive money on deposit either without security or secured by debentures, debenture stock (perpetual or terminable), mortgage or other security charged on the undertaking or on all or any of the assets of the Company including uncalled capital, and generally to act as bankers.
- (G) To guarantee support and/or secure either with or without consideration the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, monies or shares or the performance of contracts or engagements of any 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 collateral 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.

- (H) To lend money with or without security, and to invest money of the company upon such terms as the Company may approve, and to guarantee the dividends, interest and capital of the shares, stocks, or securities of any company of or in which this company is a member or is otherwise interested, and generally as the Directors think fit.
- (I) To apply for, purchase or otherwise acquire and hold or use any patents, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights, information so acquired.
- (J) To take part in the formation, management, supervision or control of the business or operation of any Company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants, Consultants, experts or agents.
- (K) To employ experts, consultants and valuers to investigate and examine into the condition, prospects, value, character, and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- (L) To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition or taking over 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 the interests of this Company and to acquire, hold, dispose of shares, stocks, or securities issued by or any other obligations of any such company.
- (M) To draw, accept and negotiate promissory notes, bills of exchange, and other negotiable instruments.
- (N) To invest and deal with the monies 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.

- (O) 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.
- (P) 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 or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or 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.
- (Q) To enter into arrangements for joint working in business or amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person 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 directly or indirectly to benefit this Company.
- (R) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (S) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licenses, 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.

- (T) To provide for the welfare of persons employed or formerly employed by the Company and to grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependents.
- (U) To subscribe to or otherwise aid the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.
- (V) To distribute in specie assets of the Company properly distributable amongst the members, 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.
- (W) To do all or any of the things hereinbefore authorised, either alone or in conjunction with others, or as factors, trustees, or agents for others, or by or through factors, trustees or agents.
- (X) To do all such other things as are incidental to or which the Company may think conducive with the above objects or any of them.

The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the company shall have full power to exercise all or any of the powers

and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

4. The liability of the members is limited.

5. The Share Capital of the Company is £1,000 divided in 1,000 Ordinary 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

STANLEY HAROLD DAVIS
124-128 City Road
London EC1V 2NJ

ONE

Company Director

ALAN RUTLAND
124-128 City Road
London EC1V 2NJ

ONE

Office Manager

Dated the 7th day of December 1981

Witness to the above Signatures:-
Shaun O'Connor
124-128 City Road
London EC1V 2NJ
Registration Manager

Articles of Association

The Companies Acts 1948 - 1980
Company Limited By Shares

of

ARCON CONTROL SYSTEMS LIMITED

PRELIMINARY

1 Subject as hereinafter provided the Regulations contained or incorporated in Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Acts 1967 to 1980 (such Table being hereinafter called "Table A") shall apply to the Company.

2 Regulations 11, 22, 24, 30, 53, 58, 71, 73A, 75, 79, 80, 84(2), 84(4), 88 to 94 (inclusive) of Table A shall not apply to the Company, but the Articles hereinafter contained together with the remaining Regulations of Table A shall, subject to the modifications hereinafter expressed, constitute the regulations of the Company.

PRIVATE COMPANY

3. The Company is a private limited company, and accordingly:-

(a) No shares or debentures of the Company shall be offered to the public (whether for cash or otherwise); and

(b) No shares in or debentures of the Company shall be allotted, nor shall any agreement to allot such shares or debentures be made, (whether for cash or otherwise), with a view to all or any of such shares or debentures being offered for sale to the public, and sections 45(2) and 55 of the Act (as amended by the Companies Act 1980) shall apply for the purposes of this Article as they apply for the purposes of the Act.

INTERPRETATION

4. In Regulation 1 of Table A between the words "regulations" and "the Act" the words "and in any articles adopting the same" shall be inserted.

5. In these Articles:-

The Statutes means

The Companies Acts 1948 to 1980 and every statutory re-enactment thereof or modification thereto for the time being in force;

The 1980 Act means

The Companies Act 1980 (and every statutory re-enactment thereof or modification thereto for the time being in force).

6.

Subject to the provisions of the next following Article the Directors are authorised for the purposes of Section 14 of the 1980 Act to exercise the power of the Company to allot shares to the amount of the authorised but unissued share capital of the Company for the time being and the Directors may allot grant options over or otherwise dispose of such shares to such persons on such terms and in such manner as they think fit provided always that:

- (i) No shares shall be allotted at a discount
- (ii) Save as provided in sub-paragraph (iii) of this Article the authority given in this Article to the Directors to exercise the power of the Company to allot shares shall expire five years after the date of incorporation of the Company.
- (iii) The Members in General Meeting may by Ordinary Resolution:
 - (a) renew the said authority (whether or not it has been previously renewed) for a period not exceeding five years; but such resolution must state (or restate) the amount of shares which may be allotted under such authority or as the case may be, the amount remaining to be allotted thereunder, and must specify the date on which the renewed authority will expire;
 - (b) revoke or vary any such authority (or renewed authority).
- (iv) Notwithstanding the provisions of sub-clauses (ii) and (iii) of this Article the Company may make an offer or agreement which would or might require shares to be allotted after such authority has expired and in pursuance of such an offer or agreement the Directors may allot shares notwithstanding that such authority has expired.

In this Article any reference to the allotment of shares shall include a reference to the grant of any right to subscribe for, or to convert any security into shares, but shall not include any reference to the allotment of shares pursuant to such a right.

7. In accordance with sub-section (9) of Section 17 of the 1980 Act sub-section (1) (6) and (7) of Section 17 of the 1980 Act are excluded from applying to the Company. Any shares for the time being unissued shall be offered to the Members in proportion as nearly as may be to the number of existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. Such offer shall be made by written notice specifying the number of shares offered and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will lapse and determine. After the expiration of that period, or on the receipt of an intimation from the transferee that he declines to accept the shares so offered, the Directors may in accordance with the provisions of these Articles allot grant options over or otherwise dispose of the same to such persons on such terms and in such manner as they think most beneficial to the Company. The Directors may in like manner and subject as aforesaid allot any such new or original shares which by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same cannot in the view of the Directors eventually be offered in the manner aforesaid.

8. The proviso to Regulation 15 in Table A shall not apply to the Company.

LIEN

9. The lien conferred by Regulation 11 in Table A shall attach to all Shares whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders. The Company shall have a first and paramount lien on every share (whether fully paid or not) 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 (including fully paid shares) registered in the name of any persons indebted or under liability to the Company whether he be the sole holder thereof 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 shares to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereupon.

TRANSFER AND TRANSMISSION OF SHARES

10. A Member wishing to transfer shares to a person or corporation or other body who or which is not already a member of the Company shall give written notice to the Directors of the Company of such intention accompanied by details of the shares which are proposed to be transferred. That written notice shall constitute the Directors such Member's agents for the sale of the shares in question or any of them to Members of the Company at a price to be agreed between such transferring member and the Directors, or in the absence of agreement, at a price fixed as the fair value of such shares by the Auditors of the Company (acting as experts and not as arbitrators so that any provisions of law or of statute relating to arbitration shall not apply). If within twenty-eight days from the date of the said written notice the Directors are unable to find a Member or Members willing to purchase all such shares, the transferring member may, (subject to the power of the Directors in their absolute discretion and without assigning any reason therefor to decline to register any transfer of any share whether or not it is a fully paid share) dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within six months from the date of the giving of the afore-mentioned written notice to the Directors.

11. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the Directors elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof.

12. The instruments 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. 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.

PROCEEDINGS AT GENERAL MEETINGS

13. In every notice convening a General Meeting of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that proxy need not also be a Member. Regulation 50 of Table A shall be modified accordingly.

14. Proxies may be deposited at the Registered Office of the Company at any time before the time of the Meeting for which they are to be used unless otherwise specified in the notice convening such Meeting. Regulation 69 of Table A shall be modified accordingly.

15. The words "the appointment of and" shall be omitted in Regulation 52 in Table A.

16. In Regulation 54 in Table A the words "meeting shall stand dissolved" shall be substituted for "members present shall be a quorum".

17. The word "fourteen" shall be substituted for the word "thirty" in Regulation 57 in Table A.

18. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any Member present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

19. Subject to the provisions of the Statutes, a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more of such Members.

DIRECTORS

20. 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.

21. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one. If any time and from time to time there shall be only one Director of the Company such Director may act alone in exercising all the powers discretions and authorities vested in the Directors, and Regulation 99 in Table A shall be modified accordingly.

22. 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 having attained that or any other age.

23. Any Director may by notice in writing signed by him and deposited with the Company appoint an alternate. Such alternate Director must be either a Director of the Company or a person approved by a majority 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 accordingly, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as Director. One person may act as alternate director to more than one director and while he is so acting shall be entitled to a separate vote for each director he is representing and if he is himself a Director his vote or votes as an alternate Director shall be in addition to his own vote.

24. A Director who is in any way either directly or indirectly interested (whether through persons connected with him as defined in section 64 of the 1980 Act or otherwise) in any contract transaction arrangement (whether or not constituting a contract and whether actual or proposed) shall declare the nature of his interest at a meeting of the Directors in accordance with Section 199 of the Act. Subject to such disclosure a Director shall be entitled to vote in respect of any such contract transaction or arrangement (whether actual or proposed) in which he is interested and he shall be counted in reckoning whether a quorum is present.

25. The office of Director shall be vacated if the Director:-

(a) Resigns his office by writing under his hand left at the Registered Office.

(b) Be found or become of unsound mind or becomes bankrupt or compounds with his creditors.

(c) Becomes for the time being prohibited from being a Director by reason of any order made under Section 188 of the Act or under Section 28 of the Companies Act 1976.

(d) If he is removed from office by a resolution duly passed under Section 184 of the Companies Act 1948.

(e) If he is prohibited from being a Director by a Court Order made under Section 9 of the Insolvency Act 1976.

26. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property, and uncalled capital or any part thereof, and to issue debentures, debenture stock and any other securities whether outright or as a security for any debt, liability or obligation of the Company or of any third party.

27. The Directors shall manage the business of the Company, and all the powers of the Company which are not by the statutes, these Articles or the Regulations of Table A which apply to the Company required to be exercised by the Company in general meeting shall be exercised by the Directors.

Articles 28 to 32.

DIVIDENDS

28. No dividend or interim dividend shall be paid otherwise than in accordance with the provisions of Part III of the 1980 Act which apply to the Company.

SECRETARY

29. The first Secretary of the Company shall be the person named in the Statement delivered under Section 21 of the Companies Act 1976.

SEAL

30. In Regulation 113 of Table A the words "or by some other person appointed by the Directors for the purpose" shall be omitted.

ACCOUNTS

31. The accounts and other documents to be prepared by the Directors under Regulation 126 of Table A shall be prepared in accordance with sections 150 and 157 of the Act as amended by Sections 16 to 22 inclusive of the Companies Act 1967 and in accordance with sections 1 to 7 of the Companies Act 1976.

INDEMNITY

32. Subject to the provisions of Section 205 of the Act, and in addition to such indemnity as is contained in Regulation 136 of Table A, every Director, Alternate 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.

Names, addresses and descriptions of Subscribers

STANLEY HAROLD DAVIS
124-128 City Road
London EC1V 2NJ

Company Director

ALAN RUTLAND
124-128 City Road
London EC1V 2NJ

Office Manager

Dated the 7th day of December 1981

Witness to the above Signatures :-
Shaun O'Connor
124-128 City Road
London EC1V 2NJ
Registration Manager