

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

412

Please do not write in this binding margin

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

For official use

Company number

[ ] [ ] [ ] [ ]

1696779

Name of Company

PLOYDATA LIMITED

I, John Henry Nixon

of 31 City Road,

London EC1Y 1BD

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 PLOYDATA LIMITED.

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 31 City Road  
London EC1Y 1BD

Signature of Declarant

the 13TH day of JANUARY

One thousand nine hundred and 83.

before me  
A Commissioner for Oaths 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):

For official use  
New companies section

Post room

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

\*Insert full name of Company

†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

⑦  
The Companies Acts, 1948 to 1981 ✓



COMPANY LIMITED BY SHARES ✓

1696779/3

£50

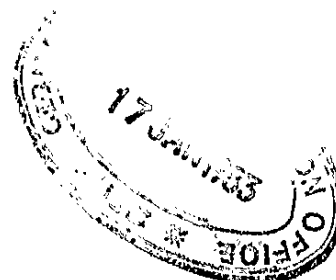
MEMORANDUM OF ASSOCIATION

of PLOYDATA LIMITED

1. The name of the Company is PLOYDATA 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 business as computer consultants, analysts, salesmen and engineers, and to act as electrical and general engineers, as designers, manufacturers, assemblers, installers, repairers, importers, exporters, distributors, lessors and agents for the sale of and dealers in computers and their component parts and accessories, computer software and all manner of computerised information systems, and as analysts and advisers undertaking data preparation, word processing and programming; and to act generally as contractors and consultants in all matters relating to the application or operation of computers or computer based systems, or the purchase or sale of computer time, to carry on business as wholesale and retail dealers in and agents or representatives for business and accounting machines, office furniture and all manner of goods, products, processes, materials and services of any description either as principals or for or on behalf of any individual, firm, company, authority or other organisation, in any part of the world and to tender for and to place contracts or investments, to act as advertising and market research specialists, exhibition, conference and display contractors and promoters.

ICC



(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 in connection with or as ancillary to any of the above businesses or the general business of the Company, or further any of its objects.

(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 for such consideration and on such terms as may be considered expedient.

(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 assurance.

(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 any 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 or corporation.

(I) To make advances to customers and others with or without security, and upon such terms as the Company may approve and generally to act as bankers for any person or corporation.

(J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated

directly or indirectly to benefit the Company or its employees, and to institute or maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or its officers or employees.

(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 of and guarantee the payment of the 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, 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 to 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 company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(T) 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.

(U) 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.

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

And it is hereby declared that in the construction of this clause the word "company" except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed therein, be in nowise limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the members is limited. ✓

5. The share capital of the Company is £100 divided into 100 shares of £1 each. ✓

The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

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

NAMES, ADDRESSES AND  
DESCRIPTIONS OF  
SUBSCRIBERS.

NUMBER OF SHARES  
TAKEN BY EACH  
SUBSCRIBER.

J.H. Nixon  
81 City Road,  
London EC1Y 1BD.

*J.H. Nixon* ✓ ONE

Company Director

M.N. Ryden  
81 City Road,  
London EC1Y 1BD.

*M.N. Ryden* ✓ ONE

Company Director

Dated this 10th day of September 1982 ✓

Witness to the above signatures:

A. Braine  
81 City Road  
London EC1Y 1BD

Legal Assistant

*A. Braine* ✓

The Companies Acts, 1948 to 1981 ✓

1696779/4

COMPANY LIMITED BY SHARES ✓

ARTICLES OF ASSOCIATION

of *PROYDATA LIMITED* ✓

#### PRELIMINARY

1.(a) Subject as hereinafter provided, the regulations contained in Part 1 of Table A in the first schedule to the Companies Act 1948 (hereinafter referred to as "The Act"), as amended by The Companies Acts 1967 to 1981, shall apply to the Company, and any reference hereinafter to Table A shall be deemed to be a reference to Part 1 thereof (but not Part 11), so amended.

b) Regulations 24,75,79,88,89,90,91,92,94 and 97, of Table A shall not apply to the Company.

(c) The expressions "relevant securities" and "equity securities", wheresoever appearing herein, shall bear the meanings ascribed to them by the Companies Act 1980. ✓

#### SHARES

2.(a) Subject to the provisions of Table A and to the following provisions of these Articles, the Directors shall have authority to exercise any power of the Company to offer, allot or otherwise dispose of any shares in the Company, or any relevant securities, to such persons, at such times and generally on such terms and conditions as they think proper provided that, insofar as the Company in General Meeting shall not have varied, renewed or revoked the said authority,

(i) The Directors shall not be authorised to make any offer or allotment of shares in the Company, or grant any right to subscribe for, or to convert any securities into, shares in the Company if such allotment, or an allotment in pursuance of such offer or right, would or might result in the aggregate of the shares or stock in issue exceeding, in nominal value, the amount of the Authorised Share Capital of the Company for the time being, and such limitation shall determine the maximum amount of the relevant securities which at any time remain to be allotted by the Directors hereunder.

(ii) The period within which the said authority to allot relevant securities may be exercised shall be limited to five years, commencing upon the date of the incorporation of the Company.

(b) Any offer or agreement in respect of relevant securities, which is made prior to the expiration of such authority and in all other respects within the terms of such authority, shall be authorised to be made, notwithstanding that such offer or agreement would or might require relevant securities to be allotted after the expiration of such authority and, accordingly, the Directors may at any time allot any relevant securities in pursuance of such offer or agreement.

(c) The authority conferred upon the Directors to allot relevant securities may at any time, by Ordinary Resolution of the Company in General Meeting, be revoked, varied or renewed (whether or not it has been previously renewed hereunder) for a further period not exceeding five years.

3. Subsections (1),(6) and (7) of section 17 of the Companies Act 1980 shall not apply to any allotment of equity securities by the Company. The shares comprised in the initial allotment by the Company shall be at the disposal of the Directors as they think proper but, unless otherwise determined by Special Resolution of the Company in General Meeting, any relevant securities shall, before they are allotted on any terms to any person, be first offered on the same or more favourable terms to each person who holds shares in the Company in the proportion which is, as nearly as practicable, equal to the proportion in nominal value held by him of the aggregate of such shares in issue.

Such offer shall be made by notice in writing specifying the number of shares offered and the period, being not less than twenty one days, within which the offer, if not accepted, will be deemed to have been declined. After the expiration of such period, or on receipt of notice of the acceptance or refusal of every offer so made, the Directors may, subject to these Articles, dispose of such securities as have not been taken up in such manner as they think proper. The Directors may, in like manner, dispose of any such securities as aforesaid, which by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in the manner hereinbefore provided.

4.(a) No share shall be issued at a discount.

(b) The Company shall not have power to issue share warrants to bearer.

(c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

5.(a) Subject to the provisions of Part 3 of the Companies Act 1981, the Company may purchase any of its own shares, provided that the terms of any contract under which the Company will or may become entitled or obliged to purchase its own shares shall be authorised by Special Resolution of the Company in General Meeting before the Company enters into the contract.

(b) Subject to the provisions of Part 3 of the Companies Act 1981, the Company shall be authorised to make, in respect of the purchase of any of its own shares, such payments out of capital as may be permissible in accordance with Section 54 thereof, provided that any payment out of capital shall first be approved by Special Resolution of the Company in General Meeting.



## LIEN

6. In regulation 11 of Table A, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

## TRANSFER OF SHARES

7.(a) 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.

(b) The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Table A shall be modified accordingly.

## DIRECTORS

8. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than one nor more than seven. The first Directors will be the person or persons named in the statement delivered to the Registrar of Companies in accordance with section 21 of the Companies Act 1976.

9. If and so long as there shall be one Director only he shall be entitled to exercise all the powers and shall carry out all the duties assigned to Directors and the provisions of these Articles and the regulations of Table A shall be construed accordingly. In regulation 99 of Table A for the word "two" there shall be substituted the word "one".

10. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A.

## BORROWING POWERS

11. 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, subject to Section 14 of the Companies Act 1980, 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.

## DIRECTORS' INTERESTS

12. A Director may vote in respect of any contract or arrangement in which he, or any person with whom he is connected, is interested and be counted in the quorum present at any meeting of the Directors or, if otherwise so entitled, at any General Meeting of the Company at which any such contract or arrangement is proposed or considered, and if he shall so vote, his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, which paragraphs shall not apply to the Company.

## APPOINTMENT AND REMOVAL OF DIRECTORS

13. The office of a Director shall be vacated:

(a) If by notice in writing to the Company he resigns the office of Director.

(b) If he ceases to be a Director by virtue of section 182 of the Act.

(c) If he becomes bankrupt or enters into any arrangement or composition with his creditors generally.

(d) If he is prohibited from being a Director by any order made under the provisions of section 188 of the Act.

(e) If he becomes of unsound mind.

(f) If he is removed from office by a resolution duly passed under section 184 of the Act.

14. 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 seventy years or any other age.

15. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Ordinary Resolution remove any Director before the expiration of his period of office. The Company may by Ordinary Resolution appoint another person in place of a Director so removed and, without prejudice to the powers of the Directors under regulation 95 of Table A, may appoint any person to be a Director either to fill a casual vacancy or as an additional Director. In regulation 95 of Table A, the words "but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting" shall be omitted.

## PROCEEDINGS OF DIRECTORS

16. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director so appointed may also be removed from his office by not less than twenty four hours' notice in writing to the Company given by a majority of the co-Directors of the Director by whom he was appointed. An alternate Director appointed under this Article shall not be required to hold any qualification or be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of and be counted in the quorum at meetings of Directors and to attend, speak and vote thereat in place of and in the absence of the Director appointing him.

## INDEMNITY

17. 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, Secretary or other officer 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.

## SECRETARY

18. The first Secretary of the Company shall be the person named as the first Secretary of the Company in the statement delivered under Section 21 of the Companies Act 1976.

## NAMES, ADDRESSES AND DESCRIPTIONS OF SUSCRIBERS

J.H.Nixon  
81 City Road  
London EC1

*J. Nixon* ✓

Company Director

M.N.Ryden  
81 City Road  
London EC1

*M. Ryden* ✓

Company Director

Dated this 10th day of September 1982

Witness to the above signatures

A. Braine  
81 City Road  
London EC1

*A. Braine* ✓

Legal Assistant

## THE COMPANIES ACTS 1948 TO 1976

1

# 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 margin

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

\*delete if  
inappropriate

Company number

1686779/5

Name of Company

PLOYDATA

Limited\*

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

ICC HOUSE

110 WHITCHURCH ROAD

CARDIFF CF4 3LY

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

ICC LEGAL SERVICES

81 CITY ROAD

LONDON EC1

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 statement

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

For official use

General Section

Post room



LEGAL SERVICES

A Division of Inter Company Comparisons Ltd.

81 City Road, London EC1Y 1BD  
Telephone 01-253 0063

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

Name (note 2)	John Henry Nixon	Business occupation	4
Former name(s) (note 3)		Director	
Address (note 4)	81 City Road	Nationality	
	London EC1	British	
Particulars of other directorships (note 5)		Date of birth (where applicable) (note 6)	
	None		
I hereby consent to act as director of the company named on page 1			
SIGNATURE: J. Nixon		Date 12.1.83	

**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)	Michael Norman Ryden	Business occupation	5
Former name(s) (note 3)		Director	
Address (note 4)	81 City Road	Nationality	
	London EC1	British	
Particulars of other directorships (note 5)		Date of birth (where applicable) (note 6)	
	None		
I hereby consent to act as director of the company named on page 1			
SIGNATURE: M. Ryden		Date 12.1.83	

Name (note 2)		Business occupation	6
Former name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
SIGNATURE:		Date	

Please do not  
write in this  
binding margin

### 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)	John Henry Nixon	7
Former name(s) (note 3)		
Address (notes 4 & 7)	81 City Road	
	London EC1	

I hereby consent to act as secretary of the company named on page 1



SIGNATURE

J. Nixon

Date 12.1.83

Name (notes 2 & 7)		8
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

J. Nixon

[Subscriber] [Agent]† Date

12.1.83

Signature

J. Nixon

[Subscriber] [Agent]† Date

12.1.83

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1696779

I hereby certify that

PLOYDATA LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as  
a private company and that the Company is limited.

Given under my hand at Cardiff the 3RD FEBRUARY 1983

A handwritten signature in cursive script, appearing to read 'J. Walker'.

J. WALKER

Assistant Registrar of Companies

Number of Company 1696779 / 9

THE COMPANIES ACTS 1948 to 1976



## special resolution(s)

of PLOYDATA Limited

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at 7, FRANKLANDS WAY, BURGESS HILL, SUSSEX, RH15 OAX.

on the SIXTEENTH day of MAY 83, 1983

the following SPECIAL RESOLUTION(S) was/were duly passed:-

"It was resolved that the name of the company be changed to MICHAEL BUSINESS SYSTEMS LTD."

Filed by: M.G.Roberts

7, Franklands Way,  
Burgess Hill,  
Sussex, RH15 OAX.



*[Signature]*

Director and Secretary

May 23, 1983



LEGAL SERVICES

ICC House

81 City Road

London EC1Y 1BD

Telephone: 01-253 0063 Telex: 23678

Mid  
E40

333066



# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1696779/10

I hereby certify that

PLOYDATA LIMITED

having by special resolution changed its name, is now  
incorporated under the name of

MICHAEL BUSINESS SYSTEMS LTD

Given under my hand at the Companies Registration

Office, Cardiff the

15TH JUNE 1983

A handwritten signature in dark ink, appearing to read 'J. E. Eliot', written over a horizontal line.

J. E. ELIOT  
an authorised officer

Number of Company 1696779 11

THE COMPANIES ACTS 1948 to 1976

## ordinary resolution(s)

of PLOYDATA Limited


At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at 7, FRANKLANDS WAY, BURGESS HILL, SUSSEX, RH15 OAX.

on the SIXTEENTH day of MAY 1983

the following ORDINARY RESOLUTION(S) was/were duly passed:-

"It was resolved that the share capital of the company be increased from £100 to £100,000 by the creation of 99,900 shares of £1 each to rank parri passu in all respects with the existing shares in the capital of the company.

Filed by: M.G.Roberts  
7, Franklands Way,  
Burgess Hill,  
Sussex, RH15 OAX.

  
\_\_\_\_\_  
DIRECTOR AND SECRETARY

MAY 23. 1983



LEGAL SERVICES

ICC House

81 City Road

London EC1Y 1BD

Telephone: 01-253 0063 Telex: 23678



THE COMPANIES ACTS 1948 TO 1981

**Notice of increase in nominal capital**

Pursuant to section 63 of the Companies Act 1948

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

To the Registrar of Companies

For official use Company number

12

1696779

Name of Company

PLOYDATA

Limited\*

\*delete if  
inappropriate

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]

+delete as  
appropriate[extraordinary] resolution of the company dated MAY 16th 1983

the nominal capital of the company has been increased by the addition thereto of the sum of

£ 99900 beyond the registered capital of £ 100**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 resolutionA printed copy of the resolution authorising the increase is forwarded herewith  
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
99900	Ordinary	£1 (one pound)

(If any of the new shares are preference shares state whether they are redeemable or not)  
The conditions (eg. 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 in all  
respects with the existing shares in the capital of the company.*

Please tick here if  
continued overleaf+delete as  
appropriate

Signed

[Director] [Secretary] Date May 23rd 1983Presenter's name, address and  
reference (if any):

M. A. ROBERTS

7. FRANKLANDS WAY

BURGESS HILL, SURREY

RH15 0AX.



Printed and supplied by:-

Jordan & Sons Limited Company Formation and Information Services, Stationers and Publishers  
Jordan House, 47 Brunswick Place, London N1 6EE. Telephone: 01-253 3030 Telex: 261010For official use  
General section

Post room



A

Please do not  
write in this  
binding margin

THE COMPANIES ACTS 1948 TO 1981

Form No. 3

# Notice of new accounting reference date given during the course of an accounting reference period

Pursuant to section 3(1) of the Companies Act 1976

3

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

To the Registrar of Companies

For official use

Company number

13

1696779

Name of company

MICHAEL ~~KEENE~~ BUSINESS SYSTEMS Limited\*

\*delete if  
inappropriate

## Note

Please read  
notes 1 to 5  
overleaf before  
completing this  
form

hereby gives you notice in accordance with section 3(1) of the Companies Act 1976 that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

31/10

†delete as  
appropriate

The current accounting reference period of the company is to be treated as [shortened] [extended]† and [is to be treated as having come to an end] [will come to an end]† on

Day Month Year

31/10/1984

See note 4(c) and  
complete if  
appropriate

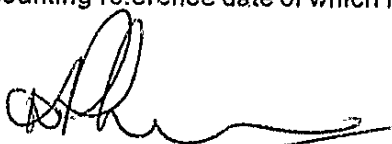
If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3(6)(c) of the Companies Act 1976, the following statement should be completed:

The company is a [subsidiary] [holding company]† of \_\_\_\_\_

\_\_\_\_\_, company number \_\_\_\_\_

the accounting reference date of which is \_\_\_\_\_

Signed



[Director] [Secretary] Date 27/11/84

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

M. G. ROBERTS  
DIRECTOR  
MICHAEL BUSINESS SYSTEMS LTD.  
195 London Road  
Burgess Hill  
Sussex.

For official use  
General section

Post room





193-195 London Rd, Burgess Hill, W. Sussex BN11 5 9FN Tel. (04446) 45636/7/8 Tlx. 946240 CWEASY G REF 19011545

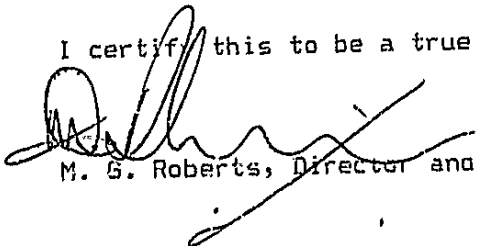
The following Resolutions were passed as SPECIAL RESOLUTIONS at an EXTRAORDINARY MEETING held on May 11th, 1986.

That subject to the approval of the registrar of Companies:-

- (a) The company be re-registered as a public company limited by shares within the meaning of the Companies Act 1985.
- (b) The name of the company be changed to Michael Business Systems PLC.
- (c) The memorandum of association of the company be altered as follows:-
  - (i) By deleting in clause 1 the word "Limited" and substituting therefor the words "PLC".
  - (ii) By inserting as a new clause 2 the words "The Company is to be a Public Company".
  - (iii) By deleting in the present clause 2 the words "situate in England" and substituting therefor the words "situated in England and Wales" and renumbering the said clause as clause 3.
  - (iv) By renumbering the remaining clauses of the memorandum of association accordingly".

That on re-registration of the company as a public company the Articles of Association appropriate to a public company and as annexed hereto be adopted in place of the existing Articles.

I certify this to be a true extract of the minutes.

  
M. G. Roberts, Director and Secretary.

May 13th, 1986





COMPANIES FORM No. 43(3)

**Application by a private  
company for re-registration  
as a public company**

**43(3)**

Please do not  
write in  
this margin

Pursuant to section 43(3) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[119]

1696779

Name of company

\* MICHAEL BUSINESS SYSTEMS LIMITED

\* insert existing full  
name of company

o insert full name of  
company amended  
to make it appropriate  
for this company as  
a public limited  
company

applies to be re-registered as a public company by the name of o

MICHAEL BUSINESS SYSTEMS PLC

and for that purpose delivers the following documents for registration:

- 1 Declaration made by a director or the secretary in accordance with section 43(3)(e) of the above Act (on Form No 43(3)(e) )
- 2 Printed copy of memorandum and articles as altered in pursuance of the special resolution under section 43(1)(a) of the above Act.
- 3 Copy of auditors written statement in accordance with section 43(3)(b) of the above Act
- 4 Copy of relevant balance sheet and of auditors unqualified report on it
- 5 ~~Copy of any valuation report.~~ 5

delete if section 44  
of the Act does not  
apply

delete as  
appropriate

Signed

[Director][Secretary]† Date May 15th 1986

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

PRINTED AND SUPPLIED BY

**Jordans**

JORDAN & SONS LIMITED  
JORDAN HOUSE  
BRUNSWICK PLACE  
LONDON N1 6EE  
TELEPHONE 01 253 3033  
TELEX 281010



For official Use  
General Section

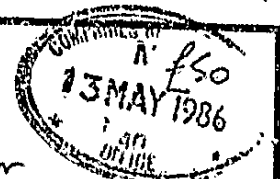
**CLASSDATE**  
14 MAY 1986  
CRO

Post room

Bair

£50 -

001961



# G

COMPANIES FORM No. 43(3)(e)

## Declaration of compliance with requirements by a private company on application for re-registration as a public company

# 43(3)(e)

Please do not  
write in this margin

Pursuant to section 43(3)(e) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[20]

169 6779

Name of company

\* MICHAEL BUSINESS SYSTEMS LIMITED.

\* insert full name  
of company

I, MICHAEL GUST ROBERTS

of 7 FRANKLANDS WAY, BURGESS HILL, SUSSEX, RH15 0AY

† delete as  
appropriate

§ insert date

[the secretary][a director]† of the company, do solemnly and sincerely declare that:

- 1 the company, on MAY 14 1986 §, passed a special resolution that the company should be re-registered as a public company;
- 2 the conditions of sections 44 and 45 of the above Act (so far as applicable) have been satisfied;
- 3 between the balance sheet date and the application for re-registration, there has been no change in the company's financial position that has resulted in the amount of its net assets becoming less than the aggregate of its called-up share capital and undistributable reserves.

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 JAMES BENNETT & CO.

Declarant to sign below

13 MILL ROAD.BURGESS HILL, SUSSEX.the 12th day of MayOne thousand nine hundred and eighty-six

before me

ALAN JAMES OAKLEY

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

**A. J. Oakley***Solicitor, Notary Public***13 Mill Road, Burgess Hill,****West Sussex.**

PRINTED AND SUPPLIED BY

**Jordans**JORDAN & SONS LIMITED  
JORDAN HOUSE  
BRUNSWICK PLACE  
LONDON N1 6EE  
TELEPHONE 01 253 3030  
TELEX 261010Presentor's name address and  
reference (if any):For official Use  
General Section

Post room

**CLASSIDATE**  
**14 MAY 1986**  
**CRO**

No. of Company 1696779 <sup>21</sup>  
The Companies Act 1985

PUBLIC COMPANY LIMITED BY SHARES

---

# Memorandum and Articles of Association of

MICHAEL BUSINESS SYSTEMS PLC

(Incorporated the 3rd day of February 1983  
and re-registered as a Public Limited Company  
on the                      day of                      1986)



---

Hart & Co. Limited  
Company Formation and Information Services  
Printers and Publishers  
47, Brunswick Place, London N1 6EE  
Telephone 01-250-1841 Telex 24653



THE COMPANIES ACT 1985

PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

MICHAEL BUSINESS SYSTEMS PLC

1. \*The name of the Company is "MICHAEL BUSINESS SYSTEMS PLC".

~~2.~~ The Company is to be a public Company.

~~3.~~ The Registered Office of the Company will be situated in England and Wales.

4. The objects for which the Company is established are:

(A) To carry on business as computer consultants, analysts, salesmen and engineers, and to act as electrical and general engineers, as designers, manufacturers, assemblers, installers, repairers, importers, exporters, distributors, lessors and agents for the sale of and dealers in computers and their component parts and accessories, computer software and all manner of computerised information systems, and as analysts and advisers undertaking data preparation, word processing and programming; and to act generally as contractors and consultants in all matters relating to the application or operation of computers or computer based systems, or the purchase or sale of computer time, to carry on business as wholesale and retail dealers in and agents or representatives for business and accounting machines, office furniture and all manner of goods, products, processes, materials and services of any description either as principals or for or on behalf of any individual, firm, company, authority or other organisation, in any part of the world and to tender for and to place contracts or investments, to act as advertising and market research specialists, exhibition, conference and display contractors and promoters.

(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 in connection with or as ancillary to any of the above businesses or the general business of the Company, or further any of its objects.

(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 for such consideration and on such terms as may be considered expedient.

\* On the 16th May 1983, the name of the Company was changed from "PLOYDATA LIMITED".



(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 assurance.

(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 any 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 or corporation.

(I) To make advances to customers and others with or without security, and upon such terms as the Company may approve and generally to act as bankers for any person or corporation.

(J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute or maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or its officers or employees.

(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 monies 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 object 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 of and guarantee the payment of the 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, 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 to 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 company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(T) 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.

(U) 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.

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

And it is hereby declared that in the construction of this clause the word "company" except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed therein, be in nowise limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

5. The liability of the members is limited.

6. \*The share capital of the Company is £100,000 divided into 100,000 shares of £1 each.

The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

\* By Special Resolution dated the 16th May 1983, the share capital of the Company was increased from £100 to £100,000 by the creation of 99,900 Ordinary Shares of £1 each.

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

Names, addresses and descriptions of Subscribers	Number of shares taken by each Subscriber
--	---

J. H. Nixon,  
81 City Road,  
London EC1Y 1BD.

One

Company Director.

M. N. Ryden,  
81 City Road,  
London EC1Y 1BD.

One

Company Director.

Total shares taken - Two

Dated this 10th day of September, 1982.

Witness to the above Signatures:- A. Braine  
81 City Road,  
London EC1Y 1BD.

Legal Assistant.

# THE COMPANIES ACT 1985

## PUBLIC COMPANY LIMITED BY SHARES

### ARTICLES OF ASSOCIATION OF

#### MICHAEL BUSINESS SYSTEMS PLC

##### PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

(b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

##### ALLOTMENT OF SHARES

2. (a) Shares which are comprised in the authorised but unissued share capital of the Company shall be under the control of the Directors who may (subject to Sections 80 and 89 of the Act and to paragraphs (b) and (c) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

(b) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

(c) The Directors are empowered to allot and grant rights to subscribe for or convert securities into shares of the Company pursuant to the authority conferred under paragraph (b) above as if Section 89(1) of the Act did not apply. This power shall enable the Directors so to allot and grant rights to subscribe for or convert securities into shares of the Company after its expiry in pursuance of an offer or agreement so to do made by the Company before its expiry.

(d) Save as authorised by the Act, the Company shall not give, whether directly or indirectly, any financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151 of the Act.

(e) Save as permitted by Section 101(2) of the Act, no shares of the Company shall be allotted except as paid up at least as to one quarter of their nominal value and the whole of any premium.

### SHARES

3. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

### GENERAL MEETINGS AND RESOLUTIONS

4. (a) A notice convening a General Meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Clause 38 in Table A shall be modified accordingly.

All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

(b) Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.

5. (a) Clause 40 in Table A shall be read and construed as if the words "at the time when the Meeting proceeds to business" were added at the end of the first sentence.

(b) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.

(c) Clause 41 in Table A shall not apply to the Company.

## APPOINTMENT OF DIRECTORS

6. (a) Clause 64 in Table A shall not apply to the Company.

(b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be two.

(c) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.

(d) No person shall be appointed a Director at any General Meeting unless either:-

(i) he is recommended by the Directors; or

(ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.

(e) Subject to paragraph (d) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

(f) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force.

## BORROWING POWERS

7. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over 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.

## ALTERNATE DIRECTORS

8. (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.



(b) A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

#### DISQUALIFICATION OF DIRECTORS

9. The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Clause 81 in Table A shall be modified accordingly.

#### GRATUITIES AND PENSIONS

10. Clause 87 in Table A shall not apply to the Company.

#### PROCEEDINGS OF DIRECTORS

11. (a) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

(b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

#### INDEMNITY

12. (a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

(b) Clause 118 in Table A shall not apply to the Company.

G

COMPANIES FORM No. 123

**Notice of increase  
in nominal capital**

123

Pl do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

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

--	--	--	--	--

1696779
---------

Name of company

* MICHAEL BUSINESS SYSTEMS PLC
--------------------------------

\* insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company dated OCTOBER 18TH, 1988 the nominal capital of the company has been increased by £400,000. beyond the registered capital of £100,000.

A copy of the resolution authorising the increase is attached.5

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follow:

TO RANK PARI PARSU IN ALL RESPECTS WITH THE EXISTING SHARES  
IN THE CAPITAL OF THE COMPANY.

5 the copy must be  
printed or in some  
other form approved  
by the registrar

Please tick here if  
continued overleaf

--

Signed

*Andrew M Keys*

[Director][Secretary]† Date 31-10-1988

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

A M KEYS  
MICHAEL BUSINESS SYSTEMS  
PLC  
VICTORIA WAY  
BURGESS HILL

For official Use  
General Section

Post room

COMPANIES REGISTRATION	
- 3 NOV 1988	
11	78

† delete as  
appropriate

1696779

MINUTES of an Extraordinary General Meeting of MICHAEL Business Systems Plc held at Victoria Way,  
Burgess Hill on October 18th at 9:45 am.

Present:

M. G. Roberts (Chairman)  
C. P. Roberts  
N. Evans  
N. Hughes

1. Proxies

It was noted that the Chairman had been appointed proxy on behalf of Mr G. T. Parsons in respect of 10,000 shares.

2. Notice

The notice convening the meeting was read and all the members being present consented to the meeting taking place at short notice.

3. Directors recommendation



The directors' recommendation that it was in the interest of the Company to increase the share capital to £500,000 by the creation of 400,000 shares, to rank pari passu in all respects with the existing shares in the capital of the Company, was unanimously accepted

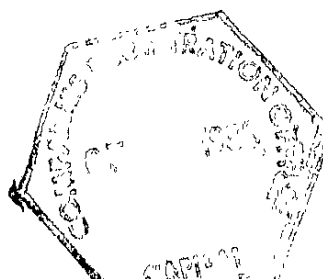
4. Special Resolution

It was unanimously agreed to pass the following Special Resolution:  
That the authorised share capital of the Company be increased from £100,000 to £500,000 by the creation of 400,000 share to rank pari passu in all respects with the existing shares in the capital of the Company.

Certified a true copy of the minutes

October 31, 1988  
Dated

  
Director  
  
Secretary



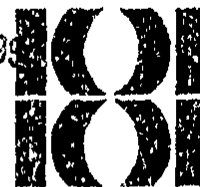
# Keymer Haslam & Co.

Chartered Accountants

4/6 Church Road, Burgess Hill  
Sussex RH15 9AE

telephone: Burgess Hill (0444) 247871  
telex: 877173 Sussec G  
fax: (0444) 871071  
DX 300415 Burgess Hill

RECEIVED 27 JUL 1990



KDK/TC

26 July 1990

The Directors,  
Michael Business Systems Plc,  
Victoria Way,  
Burgess Hill,  
West Sussex.  
RH15 9NF.

Dear Sirs,

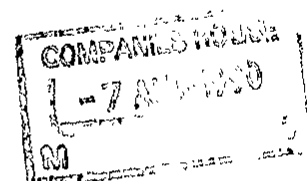
## Resignation as auditors

We formally write to you to advise you that we do not wish to seek reappointment as auditors of Michael Business Systems Plc.

To conform with the requirements of the Companies Act 1985 this letter must be filed with the Registrar of Companies; and in accordance with section 394, Companies Act 1985, we confirm that there are no circumstances connected with our decision not to seek reappointment which we consider should be brought to the attention of the members or creditors of the company.

Yours faithfully,

*Keymer Haslam & Co.*



18  
**michael**  
Business Systems Ltd

193 195 London Rd, Burgess Hill, W Sussex BN15 9JN Tel 04446 45636-7-8 FX 0462 404545 G REF 10011345

The following Resolutions were passed as SPECIAL RESOLUTIONS at an EXTRAORDINARY MEETING held on May 11th, 1986.

That subject to the approval of the registrar of Companies:-

(a) The company be re-registered as a public company limited by shares within the meaning of the Companies Act 1985.

(b) The name of the company be changed to Michael Business Systems PLC.

(c) The memorandum of association of the company be altered as follows:-

(i) By deleting in clause 1 the word "Limited" and substituting therefor the words "PLC".

(ii) By inserting as a new clause 2 the words "The Company is to be a Public Company".

(iii) By deleting in the present clause 2 the words "situate in England" and substituting therefor the words "situated in England and Wales" and renumbering the said clause as clause 3.

(iv) By renumbering the remaining clauses of the memorandum of association accordingly".

That on re-registration of the company as a public company the Articles of Association appropriate to a public company and as annexed hereto be adopted in place of the existing Articles.

I certify this to be a true extract of the minutes.

  
M. G. Roberts, Director and Secretary.

May 13th, 1986

CLASSIFIED  
14 MAY 1986  
CRO



COMPANIES FORM No. 43(3)

**Application by a private  
company for re-registration  
as a public company**

**43(3)**

Please do not  
write in  
this margin

Pursuant to section 43(3) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

1119

1696779

Name of company

\* MICHAEL BUSINESS SYSTEMS LIMITED

\* insert existing full  
name of company

o insert full name of  
company amended  
to make it appropriate  
for this company as  
a public limited  
company

applies to be re-registered as a public company by the name of o  
MICHAEL BUSINESS SYSTEMS PLC

and for that purpose delivers the following documents for registration:

- 1 Declaration made by a director or the secretary in accordance with section 43(3)(e) of the above Act (on Form No 43(3)(e) )
- 2 Printed copy of memorandum and articles as altered in pursuance of the special resolution under section 43(1)(a) of the above Act.
- 3 Copy of auditors written statement in accordance with section 43(3)(b) of the above Act
- 4 Copy of relevant balance sheet and of auditors unqualified report on it

5 delete if section 44  
of the Act does not  
apply

~~[5. Copy of any valuation report.]~~5

† delete as  
appropriate

Signed

[Director][Secretary]† Date May 15th 1986

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**Jordans**  
JORDAN & SONS LIMITED  
JORDAN HOUSE  
BRUNSWICK PLACE  
LONDON N1 6EE  
TELEPHONE 01 253 3036  
TELEX 781010

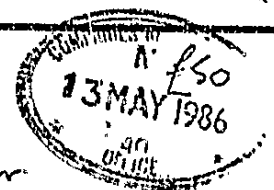


Presentor's name address and  
reference (if any):

For official Use  
General Section

**CLASSDATE**  
14 MAY 1986  
CRO

Post room



Bar

£50 -

001961



COMPANIES FORM No. 43(3)(e)

**Declaration of compliance  
with requirements by a  
private company on application  
for re-registration as a public  
company**

**43(3)(e)**

Please do not  
write in this margin

Pursuant to section 43(3)(e) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

120

169 6779

Name of company

\* MICHAEL BUSINESS SYSTEMS LIMITED.

\* Insert full name  
of company

I, MICHAEL GUST ROBERTS  
of 7 FRANKLANDS WAY, BURGESS HILL, SUSSEX, RH15 0AX

† delete as  
appropriate

§ insert date

[the secretary][a director]† of the company, do solemnly and sincerely declare that:  
1 the company, on MAY 11th 1986 §, passed a special resolution  
that the company should be re-registered as a public company;  
2 the conditions of sections 44 and 45 of the above Act (so far as applicable) have been satisfied;  
3 between the balance sheet date and the application for re-registration, there has been no change in  
the company's financial position that has resulted in the amount of its net assets becoming less than  
the aggregate of its called-up share capital and undistributable reserves.  
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 JAMES BENNETT & CO.,  
13 MILL ROAD,

Declarant to sign below

BURGESS HILL, SUSSEX.

the 12th day of May

One thousand nine hundred and eighty-six

before me

ALAN JAMES OAKLEY  
A Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths.

A. J. Oakley

Solicitor, Notary Public  
13 Mill Road, Burgess Hill,  
West Sussex.

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**Jordans**

JORDAN & SONS LIMITED  
JORDAN HOUSE  
BRUNSWICK PLACE  
LONDON N1 6EE  
TELEPHONE 01 253 3030  
TELEX 281010



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

For official Use  
General Section

Post room

**CLASSDATE**  
**14 MAY 1986**  
**CRO**

No. of Company 1696779 <sup>21</sup>

The Companies Act 1985

PUBLIC COMPANY LIMITED BY SHARES

---

# Memorandum and Articles of Association of

MICHAEL BUSINESS SYSTEMS PLC

(Incorporated the 3rd day of February 1983  
and re-registered as a Public Limited Company  
on the                      day of                      1986)



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Hart & Co. Limited  
Company Formation and Information Services  
Printers and Publishers  
47, Brunswick Place, London N1 6EE  
Telephone 01-250-1841 Telex 24653



THE COMPANIES ACT 1985

PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

MICHAEL BUSINESS SYSTEMS PLC

1. \*The name of the Company is "MICHAEL BUSINESS SYSTEMS PLC".

2. The Company is to be a public Company.

3. The Registered Office of the Company will be situated in England and Wales.

4. The objects for which the Company is established are:

(A) To carry on business as computer consultants, analysts, salesmen and engineers, and to act as electrical and general engineers, as designers, manufacturers, assemblers, installers, repairers, importers, exporters, distributors, lessors and agents for the sale of and dealers in computers and their component parts and accessories, computer software and all manner of computerised information systems, and as analysts and advisers undertaking data preparation, word processing and programming; and to act generally as contractors and consultants in all matters relating to the application or operation of computers or computer based systems, or the purchase or sale of computer time, to carry on business as wholesale and retail dealers in and agents or representatives for business and accounting machines, office furniture and all manner of goods, products, processes, materials and services of any description either as principals or for or on behalf of any individual, firm, company, authority or other organisation, in any part of the world and to tender for and to place contracts or investments, to act as advertising and market research specialists, exhibition, conference and display contractors and promoters.

(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 in connection with or as ancillary to any of the above businesses or the general business of the Company, or further any of its objects.

(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 for such consideration and on such terms as may be considered expedient.

\* On the 16th May 1983, the name of the Company was changed from "PLOYDATA LIMITED".



(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 assurance.

(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 any 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 or corporation.

(I) To make advances to customers and others with or without security, and upon such terms as the Company may approve and generally to act as bankers for any person or corporation.

(J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute or maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or its officers or employees.

(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 monies 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 object 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 of and guarantee the payment of the 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, 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 to 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 company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(T) 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.

(U) 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.

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

And it is hereby declared that in the construction of this clause the word "company" except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed therein, be in nowise limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

5. The liability of the members is limited.

6. \*The share capital of the Company is £100,000 divided into 100,000 shares of £1 each.

The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

\* By Special Resolution dated the 16th May 1983, the share capital of the Company was increased from £100 to £100,000 by the creation of 99,900 Ordinary Shares of £1 each.

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

Names, addresses and descriptions of Subscribers	Number of shares taken by each Subscriber
--	---

J. H. Nixon,  
81 City Road,  
London EC1Y 1BD.

Company Director.

One

M. N. Ryden,  
81 City Road,  
London EC1Y 1BD.

Company Director.

One

Total shares taken - Two

Dated this 10th day of September, 1982.

Witness to the above Signatures:- A. Braine  
81 City Road,  
London EC1Y 1BD.

Legal Assistant.

# THE COMPANIES ACT 1985

## PUBLIC COMPANY LIMITED BY SHARES

### ARTICLES OF ASSOCIATION OF

#### MICHAEL BUSINESS SYSTEMS PLC

##### PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

(b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

##### ALLOTMENT OF SHARES

2. (a) Shares which are comprised in the authorised but unissued share capital of the Company shall be under the control of the Directors who may (subject to Sections 80 and 89 of the Act and to paragraphs (b) and (c) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

(b) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

(c) The Directors are empowered to allot and grant rights to subscribe for or convert securities into shares of the Company pursuant to the authority conferred under paragraph (b) above as if Section 89(1) of the Act did not apply. This power shall enable the Directors so to allot and grant rights to subscribe for or convert securities into shares of the Company after its expiry in pursuance of an offer or agreement so to do made by the Company before its expiry.

(d) Save as authorised by the Act, the Company shall not give, whether directly or indirectly, any financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151 of the Act.

(e) Save as permitted by Section 101(2) of the Act, no shares of the Company shall be allotted except as paid up at least as to one quarter of their nominal value and the whole of any premium.

## SHARES

3. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

## GENERAL MEETINGS AND RESOLUTIONS

4. (a) A notice convening a General Meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Clause 38 in Table A shall be modified accordingly.

All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

(b) Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.

5. (a) Clause 40 in Table A shall be read and construed as if the words "at the time when the Meeting proceeds to business" were added at the end of the first sentence.

(b) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.

(c) Clause 41 in Table A shall not apply to the Company.

## APPOINTMENT OF DIRECTORS

6. (a) Clause 64 in Table A shall not apply to the Company.

(b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be two.

(c) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.

(d) No person shall be appointed a Director at any General Meeting unless either:-

(i) he is recommended by the Directors; or

(ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.

(e) Subject to paragraph (d) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

(f) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force.

## BORROWING POWERS

7. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over 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.

## ALTERNATE DIRECTORS

8. (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.



(b) A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

#### DISQUALIFICATION OF DIRECTORS

9. The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Clause 81 in Table A shall be modified accordingly.

#### GRATUITIES AND PENSIONS

10. Clause 87 in Table A shall not apply to the Company.

#### PROCEEDINGS OF DIRECTORS

11. (a) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

(b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

#### INDEMNITY

12. (a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

(b) Clause 118 in Table A shall not apply to the Company.

# FILE COPY



CERTIFICATE OF INCORPORATION  
ON RE-REGISTRATION OF PRIVATE COMPANY  
AS A PUBLIC COMPANY

No. 1696779

I hereby certify that

MICHAEL BUSINESS SYSTEMS LIMITED

formerly registered as a private company has this day  
been re-registered under the Companies Act 1985 as a  
public company under the name of

MICHAEL BUSINESS SYSTEMS PLC

and that the company is limited.

Given under my hand at Cardiff the 16TH MAY 1986

A handwritten signature in black ink, appearing to read 'T.G. Thomas', written over a horizontal line.

T.G. THOMAS

An Authorised Officer

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 1696779

The Registrar of Companies for England and Wales hereby certifies that  
MICHAEL BUSINESS SYSTEMS PLC

having by special resolution changed its name, is now incorporated  
under the name of  
CONTROL DATA SYSTEMS PLC

Given at Companies House, Cardiff, the 1st July 1994

*P. A. Morgan*  
P.A.MORGAN (MRS)

For the Registrar of Companies



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

HC006B

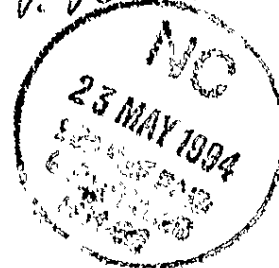
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MINUTES OF AN ORDINARY GENERAL MEETING of MICHAEL Business Systems Plc,  
held at MICHAEL House, Edward Way, Burgess Hill  
on May 10th, 1994.

COMPANY NO 1696749

*Michael M Keys*  
*Christine P Roberts*

Present: R. Hartland  
R. Kasolowsky  
A. M. Keys (Secretary)  
M. G. Roberts (Chairman)



1. Notice.

The notice convening the meeting was read and all the members being present consented to the meeting taking place at short notice.

2. Directors' Recommendation.

The Directors' recommendation that; following the acquisition of the Company by Control Data Ltd on January 5th 1994 and the subsequent restructuring of the Company, it is desirable and in the interest of the Company to be renamed as "Control Data Systems Plc; was unanimously accepted by the meeting.

3. Special Resolution.

It was unanimously agreed to pass the following special resolution:

That subject to the approval of the registrar of Companies, the name of the Company be changed from "Michael Business Systems Plc" to "Control Data systems Plc" with effect from July 1st. 1994 and that the Memorandum and Articles of Association be amended appropriately to reflect the change.

There being no further business the meeting was closed.



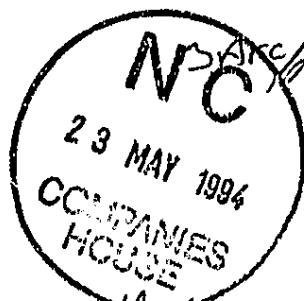
Certified a true copy of the minutes:



*Christine P Roberts*  
Mrs C P Roberts - Director

*Michael M Keys*  
A M Keys - Secretary

*May 11th 1994*  
Dated



*marc/hola 23901*

1676779

THE COMPANIES ACT 1985

PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM of ASSOCIATION OF



EDX RECEIPT DATE: 27 6 94

**CONTROL DATA SYSTEMS PLC**

1. \*The name of the Company is "CONTROL DATA SYSTEMS PLC".
  2. The Company is to be a public Company.
  3. The Registered Office of the Company will be situated in England and Wales.
  4. The objects for which the Company is established are:
    - (A) To carry on business as computer consultants, analysts, salesmen and engineers, and to act as electrical and general engineers, as designers, manufacturers, assemblers, installers, repairers, importers, exporters, distributors, lessors and agents for the sale of and dealers in computers and their component parts and accessories, computer software and all manner of computerised information systems, and as analysts and advisers undertaking data preparation, word processing and programming and to act generally as contractors and consultants in all matters relating to the application or operation of computers or computer based systems, or the purchase or sale of computer time, to carry on business as wholesale and retail dealers in and agents or representatives for business and accounting machines, office furniture and all manner of goods, products, processes, materials and services of any description either as principals or for or on behalf of any individual firm, company, authority or other organisation, in any part of the world and to tender for and to place contracts or investments, to act as advertising and market research specialists, exhibition conference and display contractors and promoters.
    - (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 in connection with or as ancillary to any of the above businesses or the general business of the Company, or further any of its objects.
- \* On the 16th May 1983 the name of the Company was changed from PLOYDATA LIMITED'.
- \* On the 1st July 1994, the name of the Company was changed from "MICHAEL BUSINESS SYSTEMS PLC.

- 
- (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 for such consideration and on such terms as may be considered expedient.
  - (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 assurance.
  - (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 any 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 or corporation.
  - (I) To make advances to customers and others with or without security, and upon such terms as the Company may approve and generally to act as banker for any person or corporation.
  - (J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex employees of the Company or its predecessors in business or the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other

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benefits for any such persons as aforesaid, their dependants or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute or maintain any club or other establishment or profit sharing scheme calculated to advance the interest of the Company or its officers or employees.

- (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 monies 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 object 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 of and guarantee the payment of the dividends,

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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 or 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, 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 to 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 company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (T) 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.
- (U) 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.
- (V) To do all such things as are incidental or conducive to the above objects or any of them.



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And it is hereby declared that in the construction of this clause the word "company" except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed therein, be in nowise limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

5. The liability of the members is limited
6. The share capital of the Company is £500,000 divided into 500,000 shares of £1 each.

The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

- \* By Special Resolution dated the 16th May 1983, the share capital of the Company was increased from £100 to £100,000 by the creation of 99,900 Ordinary Shares of £1 each.
- \* By Special Resolution dated 18th October 1988 the share capital of the Company was increased from £100,000 to £500,000 by the creation of 400,000 Ordinary Shares of £1 each.

WE, the several persons whose names and addresses are subscribed, are desirous  
or 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
J. H. Nixon 81 City Road London EC1Y 1BD  Company Director	One
M. N. Ryden 81 City Road London EC1Y 1BD  Company Director	One
Total shares taken	Two

Dated this 10th day of September 1982

Witness to the above Signatures:-

*A. Braine*  
*81 City Road*  
*London EC1Y 1BD*

*Legal Assistant*

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**PUBLIC COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION OF**

**CONTROL DATA SYSTEMS PLC**

**PRELIMINARY**

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
- (b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

**ALLOTMENT OF SHARES**

2. (a) Shares which are comprised in the authorised but unissued share capital of the Company shall be under the control of the Directors who may (subject to Sections 80 and 89 of the Act and to paragraphs (b) and (c) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.
- (b) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is Incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so made by the Company with that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

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- (c) The Directors are empowered to allot and grant rights to subscribe for or convert securities into shares of the Company pursuant to the authority conferred under paragraph (b) above as if Section 89(1) of the Act did not apply. This power shall enable the Directors so to allot and grant rights to subscribe for or convert securities into shares of the Company after its expiry in pursuance of an offer or agreement so to do made by the Company before its expiry.
  - (d) Save as authorised by the Act, the Company shall not give, whether directly or indirectly, any financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151 of the Act.
  - (e) Save as permitted by Section 101 (2) of the Act, no shares of the Company shall be allotted except as paid up at least as to one quarter of their nominal value and the whole of any premium.

## SHARES

- 3. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

## GENERAL MEETINGS AND RESOLUTIONS

- 4. (a) A notice convening a General Meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Clause 38 in Table A shall be modified accordingly.

All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

- (b) Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.
- 5. (a) Clause 40 in Table A shall be read and construed as if the words "at the time when the Meeting proceeds to business" were added at the end of the first sentence.

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- (b) If a quorum is not present within half an hour from the time appointed for a General Meeting, the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefore such adjourned General Meeting shall be dissolved.
  - (c) Clause 41 in Table A shall not apply to the Company.

#### APPOINTMENT OF DIRECTORS

- 6. (a) Clause 64 in Table A shall not apply to the Company.
- (b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be two.
- (c) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.
- (d) No person shall be appointed a Director at any General Meeting unless either:
  - (i) he is recommended by the Directors; or
  - (ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.
- (e) Subject to paragraph (d) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.
- (f) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force.

## **BORROWING POWERS**

7. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares to Section 80 of the Act to grant any mortgage, charge or standard security over 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.

## **ALTERNATE DIRECTORS**

8. (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.
- (b) A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

## **DISQUALIFICATION OF DIRECTORS**

9. The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Clause 81 in Table A shall be modified accordingly.

## **GRATUITIES AND PENSIONS**

10. Clause 87 in Table A shall not apply to the Company.

## **PROCEEDINGS OF DIRECTORS**

11. (a) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

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- (b) Clauses 94 to 97 (inclusive) in table A shall not apply to the Company.

#### INDEMNITY

12. (a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

- (b) Clause 118 in Table A shall not apply to the Company.

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No. of Company 1696779

The Companies Act 1985

PUBLIC COMPANY LIMITED BY SHARES

**MEMORANDUM AND ARTICLES  
OF ASSOCIATION OF**

**CONTROL DATA SYSTEMS PLC**

(Incorporated the 3rd day of February 1983 and re-registered as a Public Limited Company on  
the 16th day of May 1986)



Chartered Accountants  
The UK Member firm of  
Grant Thornton International

1696779  
Grant Thornton 

Our Ref RHK/JG1/M3027 01/BM

The Company Secretary  
MICHAEL Business Systems Plc  
MICHAEL House  
Edward Way  
Burgess Hill  
West Sussex  
RH15 9UD

23 June 1994

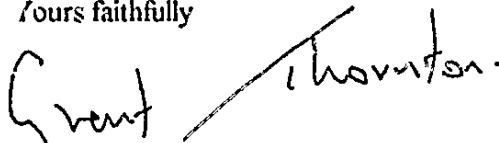
Dear Sir

In accordance with the Companies act 1985, sections 392 to 394, we write to inform you of our resignation as auditors of MICHAEL Business Systems Plc with immediate effect

There are no circumstances connected with our ceasing to hold office which we consider should be brought to the attention of the members or creditors of the company.

You are required to send a copy of this notice to the Registrar of Companies within fourteen days.

Yours faithfully



GRANT THORNTON  
Registered Auditors  
Chartered Accountants

Lees House  
24 Dyke Road  
Brighton  
East Sussex BN1 3GD  
Tel 0273 778955  
Fax 0273 739585  
Doc ex 36664 Brighton 2

Authorised by The Institute of  
Chartered Accountants in England  
and Wales to carry on only limited  
business. Audit partners may be  
inspected at the above address and  
at Grant Thornton House  
Euston Square London W1N 2AP

**G**

COMPANIES FORM No. 225(1)

**Notice of new accounting reference date given during the course of an accounting reference period****225(1)**

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

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

\* insert full name of company

**Note**  
Details of day and month in 2, 3 and 4 should be the same. Please read notes 1 to 5 overleaf before completing this form

† delete as appropriate

1. To the Registrar of Companies  
(Address overleaf - Note 6)

Name of company

CONTROL DATA SYSTEMS PLC

Company number

1696779

2. gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3 1 1 2

3. The current accounting reference period of the company is to be treated as ~~shortened~~extended† and ~~is to be treated as having come to an end~~will come to an end† on

Day Month Year

3 1 1 2 1 9 9 4

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed: N/A  
The company is a [subsidiary][parent]† undertaking of

\_\_\_\_\_, company number \_\_\_\_\_  
the accounting reference date of which is \_\_\_\_\_

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed: N/A  
An administration order was made in relation to the company on \_\_\_\_\_ and it is still in force.

6. Signed Michael P. Keys Designation COMPANY SECRETARY Date AUGUST 3RD 1994

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

AM KEYS - COMPANY SECRETARY  
CONTROL DATA SYSTEMS PLC  
MICHAEL HOUSE  
EDWARD WAY  
BURGESS HILL  
WEST SUSSEX RH10 9UD  
0444 870044

For official use  
D.E.B.