

THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

BAE SYSTEMS PROJECTS (CANADA) LIMITED

THURSDAY



A77 \*A3KGJ567\* 27/11/2008 59  
COMPANIES HOUSE

1. The Company's name is "BAE SYSTEMS PROJECTS (CANADA) LIMITED".<sup>1</sup>
2. The Company's registered office is to be situated in England.
- 3.1 The Company's objects are:-
  - (A) (1) To carry on the business of retailers, wholesalers, designers, producers, manufacturers, exporters, importers, agents for the sale of and general merchants, dealers, traders, marketers, suppliers and distributors of electrical and electronic goods, apparatus, appliances, accessories, tools, components and machinery and equipment of every and any description; to carry on business as dealers as aforesaid in domestic, commercial and industrial electrical and electronic equipment of all kinds; to carry on the business of hirers, leases, renter and letters out on hire of domestic, commercial and industrial electronic and electrical equipment of all kinds; to enter into any contracts and other arrangements of all kinds with persons having dealings with the Company on such terms and for such periods of time as the Company may from time to time determine on a commission or fee basis or otherwise; and to carry on any other trade or business, whatever, of a like and similar nature.
  - (2) To carry on the business of repairing, restoring, cleaning, maintaining, improving, altering, installing, extending or destroying any vehicle, plant, machinery, work of art, substance,

---

<sup>1</sup> The name of the Company was changed from Topexpress Control Limited on the 15<sup>th</sup> November 1996 and from VSEL Overseas Projects Limited on the 8<sup>th</sup> March 2001.

or material or article of commercial, manufacturing personal, decorative or household use.

(3) To carry on the business of banking, insuring, underwriting, negotiating loans and lending money (with or without security) for any purpose and in connection with any kind of agreement or arrangement or transaction whatsoever, administering trust and pension funds, debt collecting and acting as bailiffs and dealers in any kind of securities, commodities, metals or foreign exchange whether on a recognised exchange or otherwise.

(4) To undertake and execute agency or commission works of all kinds and to act generally as agents, brokers, organisers, factors, consultants and advisers for and in connection with financing, insurance, sale or purchase of goods, investments or any kind of property and the provisions of services, travel, transport and carriage, building and engineering management, public relations and publicity, conferences, exhibitions, admission to and organisation of theatrical and sporting events and the provision of housing and other accommodation.

(5) To carry on the business of supplying personnel to perform every kind of service or duty to businesses of every kind and for domestic purposes and to provide services to commerce and industry whether secretarial and clerical computer or accountancy services, market research and information storage, security, cleaning, repair and maintenance or any other service which may be required.

(6) To carry on the business of buying and selling, developing and improving land and buildings for investment purposes or otherwise and to charge and grant rights and interests of any kind in or over such land or buildings or any part thereof.

(7) To carry on the business of designing, erecting, constructing, altering, restoring, repairing, extending and executing any work in connection with any buildings and structures of whatsoever description and any part thereof including any installation for the purpose of heating, lighting or providing water, gas, electricity or other services to the building or any other purpose and to carry on the business of market and landscape gardeners, estate and land agents, auctioneers and valuers in connection with any land, building or chattels whatsoever and to breed and race or show any bloodstock, livestock, or domestic animals.

(8) To carry on the business of providing transport and carriage of passengers and goods of every description whether in the United Kingdom or elsewhere by land, rail, sea and air and or acting as haulage contractors, lightermen, stevedores, car men, wharfingers, carting contractors, cargo superintendents, packers, hauliers and warehousemen.

(9) To carry on business in the entertainment and leisure industry as producers, managers, broadcasters, promoters, directors, casting agents, distributors, and publishers in respect of any kind of film, videogram, television or radio programme, sporting event, theatrical or

musical production, commercial, book, magazine, periodical, record, cassette, photograph and to act as organisers and to provide services in connection with any sporting, theatrical, musical or other public event or performance and to act as agents and promoters of any performer or personality and to manage any cinema, theatre, dance hall or other place of entertainment or amusement.

(10) To carry on the business of advertisers and promoters of every kind of product, printers using processes of every description, lithographers, engravers, graphic artists, writers, illustrators, and artists working in any medium whatsoever and to undertake the marketing and distribution of all or any products or works produced in the course of any of the said businesses.

(11) To carry on the business of hoteliers, innkeepers, licensed victuallers, restaurateurs and retail or wholesale suppliers of food products, meals and drinks (alcoholic and non-alcoholic) for consumption on any premises whether owned by the Company or otherwise and elsewhere and to provide over-night accommodation to any person for any consideration in premises owned or leased by the Company.

(12) To carry on the business of beauticians, hairdressers, fashion consultants and of health club, clinic and gymnasium proprietors and managers, cosmetic surgeons and every other business concerned or connected with the improvement of the health and appearance of the human body and its adornment and to carry on business as funeral directors and undertakers.

(13) To carry on the business of providing education and training to any person of whatsoever age and description in any subject, art or skill whatsoever and to provide career counselling.

(14) To carry on any other business or trade which in the opinion of the Directors of the Company may be conveniently carried on in connection with or as ancillary to any of the above businesses or be calculated directly or indirectly to enhance the value of or render profitable any of the Company's activities or to further any of its objects.

(B) To borrow or raise money with or without security including the issue of debentures or debenture stock and mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital, and also by any similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or company of any obligation undertaken by the Company or any other person firm or Company as the case may be and upon all such other terms as the Directors may consider expedient.

(C) To purchase or otherwise acquire and otherwise deal with any shares, stocks debentures, debenture stock, bonds or securities of any other company or corporation carrying on business in any part of the world or to hold the same, and to purchase shares of the Company in accordance with the provisions of the Companies Act 1985 and any legislation, rule or order amending or extending the same.

(D) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest whatsoever any movable or immovable property, real or personal, whether tangible or intangible and wheresoever situate, which the Directors may think necessary or convenient for the purposes of the Company's business and to sell, lease, hire, grant rights in or over, improve, manage or develop all or any part of such property or otherwise deal with the same.

(E) To build, construct, maintain, alter, pull down, repair, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company and to join with any person, firm or company in doing any of the things aforesaid.

(F) To apply for and take out, purchase or otherwise acquire and to hold any patents, licences, copyrights and the like conferring an exclusive or non-exclusive or limited right of user, or any secret or other information as to any invention which may seem to the company directly or indirectly to benefit the Company, and to use, assign or otherwise deal with the same, grant licences in respect of the same or otherwise turn to account any rights or information required.

(G) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debenture stock bonds, stocks and securities of any company or corporation wheresoever and howsoever incorporated at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed.

(H) To establish, exchange, lease, dispose of, or otherwise deal with the whole or any part of the assets or undertaking of the company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other Company.

(I) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm, or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction which the Directors consider capable of being conducted so as directly or indirectly to benefit the Company.

(J) To acquire and undertake the whole or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

(K) To lend money or give credit with or without security on such terms as the Directors may decide and to receive money on deposit or loan from and give guarantees or act as surety for any person, firms or companies.

(L) To invest and deal with the monies of the company not immediately required for the purpose of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient.

(M) To remunerate any employee or other person, firm or company rendering services to the Company whether by cash payment or otherwise or by the allotment of shares, debentures, or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever, and to pay all or any of the formation and promotion expenses of the Company and of any company formed or promoted by the Company or associated with it, and to pay for any rights, interest or other property real or personal acquired by the Company by any means or in any manner whatsoever.

(N) To establish, support or aid whether financially or otherwise in the establishment and support of associations, institutions, clubs, funds, trusts, and schemes calculated to benefit the Directors, ex-directors, officers, ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances to and to make payments towards insurance for the benefit of such persons as aforesaid, their families, dependants or connections and to subscribe or contribute to any charitable, benevolent or useful object of a public character.

(O) To take stock or shares in, or the debentures, mortgage debentures or other securities of any other company or any other property services, rights or interests in payment or part payment for any services, rendered or for any sale made to or debt owing from any such company and to hold or otherwise to deal in any manner with any such property rights or interests.

(P) To sell, exchange, lease, dispose of or otherwise deal with the whole or any part of the assets or undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other company.

(Q) To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.

(R) To distribute among the members in specie (subject to the provisions of the Companies Act 1985 and any legislation, rule or order extending or amending the same) any property of the company, or any proceeds of sale or disposal of any property of the Company and for such purpose to distinguish and separate capital from profits, 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.

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

(T) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the members is limited.
5. The Company's share capital is CAD\$100.00 divided into 100 shares of CAD\$1.00 each<sup>1</sup>. The Company has the power to increase the share capital and to divide the shares (whether original or increased) into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise.

---

<sup>1</sup> By Ordinary Resolutions passed on 11<sup>th</sup> November 2008 the share capital was amended to CAD\$100.00.

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

BAE SYSTEMS PROJECTS (CANADA) LIMITED".<sup>1</sup>

Preliminary

1. Subject as hereinafter expressly excluded or modified the regulations set out in Table A in the Companies (Tables A to F) Regulations 1985, (such Table being hereinafter referred to as "Table A") shall apply to the Company and shall be deemed to be incorporated herein, and together with the Articles hereinafter contained shall be the regulations of the Company.

2. The following regulations of Table A shall not apply to the Company videlicet;- 8, 64-70 (inclusive), 73-75 (inclusive), 94 and 95.

Private Company

The Company is a private Company, and accordingly;

(1) the Company shall not offer any shares in or debentures of the Company to the public (whether for cash or otherwise);

(2) the Company shall not allot or agree to allot (whether for cash or otherwise ) any shares in or debentures of the Company with a view to all or any of such shares or debentures being offered to the public;

and sections 58(3), 59 and 60 of the Companies Act 1985 shall apply for the purposes of this Article as they apply for the purposes of the said Act.

Shares

4. All unissued shares of the Company (whether in the original or any increased capital) shall be under the control of the Directors, who may allot, grant options over, offer or otherwise deal with or dispose of the same to such persons (including any Directors at such time and on such terms and generally in such manner as they think fit; and the Directors are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to exercise the powers of the Company to allot relevant securities (as defined in the said section 80), and are empowered to make offers or agreements which would or might require relevant securities (as so defined) to be allotted after the expiry of such authority,

<sup>1</sup> The name of the Company was changed from Topexpress Control Limited on the 15<sup>th</sup> November 1996 and from VSEL Overseas Projects Limited on the 8<sup>th</sup> March 2001.

but so that unless and until such authority is at any time and from time revoked, varied or renewed in accordance with this said section 80;

the maximum amount of the relevant securities (as so defined) that may be allotted under such authority shall be the amount of the original share capital with which the Company is registered; and

Such authority shall expire immediately before the fifth anniversary of the date of the Company's incorporation.

5. Sections 89(1), 90(1) - (6) of the Companies Act 1985 are hereby excluded in their application to the Company in relation to allotments of equity securities (as defined in the said section 80).

6. The Company may at any time and from time to time exercise the power conferred by section 162 of the Companies Act 1985 of purchasing its own shares (including redeemable shares) and such power shall be exercised subject to and in accordance with the provisions of Chapter VII of the said Act.

#### Lien

7. The Company shall have a first and paramount lien on every share (whether fully paid or not) registered in the name of any person (whether solely or jointly with others), and upon the proceeds of sale thereof, for his debts liabilities and engagements solely or jointly with any other person) to or with the Company, whether the period for the payment, fulfilment or discharge thereof shall have actually arrived or not; and such lien shall extend to all dividends from time to time payable in respect of such share.

#### Transfer and Transmission of Shares

8. A transfer of a fully paid share need not be signed by or on behalf of the transferee, and regulation 23 of Table A shall be modified accordingly.

9. The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share.

#### Directors

10. Unless and until the Company in general meeting otherwise determines, the number of Directors shall not be more than nine but need not exceed one. If and so long as the minimum number of Directors fixed by or pursuant of these Articles is less than two, a sole Director may exercise all the powers and authorities vested in the Directors and regulation 89 of Table A shall not apply.

11. A person may be appointed or elected Director notwithstanding that he shall have attained the age of seventy years and no director shall be liable to vacate office by reason of his attaining or having attained that or any other age.



### Alternate Directors

12. Any Director may at any time appoint any person approved by resolution of the Directors to be his alternate, and may at any time remove such alternate. An alternate shall not require any share qualification and shall not be entitled to any remuneration from the company otherwise than out of the remuneration of the Director appointing him and agreed between him and such Director.

13. An alternate shall (subject to giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors and to attend and vote as a Director at any such meetings at which the Director appointing him is not personally present, and generally in the absence of such Director to perform all such Director's functions.

Any person appointed to be an alternate shall automatically cease to be an alternate if the person appointing him ceases for any reason to be a Director (or if notice removing him is given by a majority in number of the Directors other than the person appointing him).

15. All appointments and removals of alternates shall be effected by instrument in writing under the hand of the Directors making or of the Director or Directors revoking such appointment and shall be left at the Company's registered office.

### Powers and duties of Directors

16. The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company (including the powers expressly mentioned in the Memorandum of Association of the Company) and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not by general law or by these Articles required to be exercised or done by the Company in general meeting, subject nevertheless to the provisions of the Statutes and of these Articles and to such directions (whether or not inconsistent with these Articles) as may be prescribed by the Company by special resolution; but no such Director or alteration of these Articles shall invalidate any prior act of the Directors which would have been valid if that Director or alteration has not been prescribed or made. The general powers given by this Article shall not be limited or restricted by any special authority of power given to the Directors by any other provision of these Articles.

17. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge all or any part or parts of the Company's undertaking, property and uncalled capital, and (subject to compliance with the requirements of section 80 of the Companies Act 1985) to issue debentures, debenture stock, and other securities, whether outright or as security for any debt, liability or obligation of the Company or any third party.

18. Subject to the provisions of section 317 of the Companies Act 1985 a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and if he shall vote his vote shall be counted and he shall be reckoned in the quorum at any meeting when any such contract or arrangement or other matter is under consideration.

#### Indemnity

19. Subject to section 310 of the Companies Act 1985 and in addition to such indemnity as is contained in regulation 118 of Table A, every Director, officer or official of the Company shall be indemnified out of the funds of the Company against all costs, losses, expenses and liabilities incurred by him in the execution or discharge or purported execution or discharge of his duties or in relation thereto.

WE, the subscribers to these Articles of Association, wish to be formed into a company pursuant to these Articles of Association.

NAME, ADDRESSES & DESCRIPTIONS  
OF SUBSCRIBERS

Susan Braconnier  
Shaibern House  
28 Scrutton Street  
London  
EC2A 4RQ

Company Director

Bryan Buhagiar  
Shaibern House  
28 Scrutton Street  
London  
EC2A 4RQ

Company Secretary

DATED 5th day of November 198 6

WITNESS to the above signatures;-

David Wicks  
Shaibern House  
28 Scrutton Street  
London  
EC2A 4RQ

Accountant