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COMPANIES HOUSE

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

FUTURE ELECTRONICS LIMITED ("COMPANY")

Circulation Date 27th September 2011

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions 1 and 2 below are passed as special resolutions (together the "Special Resolutions")

SPECIAL RESOLUTIONS

- 1 THAT the articles of association of the Company be amended by deleting all the provisions of the Company's Memorandum which, by virtue of section 28 Companies Act 2006 are treated as provisions of the Companies Articles of Association, and
- 2 THAT the articles of association appended hereto be adopted in substitution for, and to the exclusion of, the existing articles of association of the Company

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Special Resolutions

The undersigned, a person entitled to vote on the above resolutions on the Circulation Date set out above, hereby irrevocably agrees to the Special Resolutions

Signed by FUTURE ELECTRONICS
MANAGEMENT SERVICES LIMITED

Date

[Signature]
27th September 2011

NOTES

- 1 You can choose to agree to all of the Special Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand to the Company for the attention of the Company Secretary. If you do not agree to all of the resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 2 Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
- 3 Unless, by 28 days following the Circulation Date set out above, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.

Certified as a true copy.
[Signature]
Margo Morlanen

FUTURE ELECTRONICS LIMITED

Minutes of a meeting of the board of directors of Future Electronics Limited (the "Company") held at Future House, Egham on 24th September 2011 at 2.30 am/pm

PRESENT:	NAME	POSITION
	Gary Oliver	Director & Chairperson
	Ann Shepherd	Director
	Martin Bielesch	Director

1 Notice and Quorum

It was reported that due notice of the meeting had been given and that a quorum was present. Accordingly, the chairperson declared the meeting open.

2 Business of the Meeting

The chairperson reported that the business of the meeting was to approve the circulation and recommendation of a written resolution of the Company to

- (a) amend the Articles by deleting all the provisions of the Company's Memorandum which, by virtue of section 28 Companies Act 2006 are treated as provisions of the Companies Articles and
- (b) adopt new Articles of Association

3 Documents Produced to the Meeting

The following documents were produced to the meeting

- 3.1 a written resolution (the "Written Resolution") for the purposes of adopting new articles of association
- 3.2 a final draft of the new articles of association (the "New Articles"),

4 Written Resolution

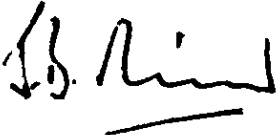
- 4.1 IT WAS RESOLVED that the Written Resolution be approved and circulated to all of the members eligible to vote thereon
- 4.2 The meeting was then adjourned for the circulation of the Written Resolution to the members
- 4.3 Upon reconvening, it was noted that all special resolutions set out in the Written Resolution had been passed

5 Filing

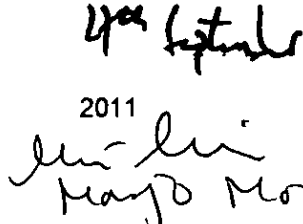
The Company Secretary was instructed to arrange for the necessary forms and documents to be filed at Companies House

6 Close

There was no further business and the meeting was declared closed


Director

Certified as a true copy.


2011
Margo Montanero

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

FUTURE ELECTRONICS LIMITED

PRELIMINARY

- 1 The name of the Company at the adoption of these Articles is Future Electronics Limited and the Company carries on business as a general commercial company
- 2 The Registered office of the Company shall be such address situated in England as the Directors may determine from time to time
- 3 The liability of the members shall be limited to the amount, if any, unpaid on the shares held by them
- 4 Subject as hereinafter provided, the regulations contained or incorporated 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 2007 (SI 2007 2541) and the Companies (Tables A to F) (Amendment) (No 2) Regulations 2007 (SI 2007/2826) (hereinafter referred to as "Table A") shall apply to the above-named Company (in these Articles called "the Company") except so far as they are excluded or are inconsistent with these Articles
- 5 (a) In these Articles, "the Act" means the Companies Act 2006 in so far as it applies to the Company as amended or re-enacted from time to time

- (b) Regulations 1(a), 24, 54, 67, 68, 76-77 (inclusive), 85, 87, 93, 94, 96, 111-116 (inclusive) of Table A shall not apply to the Company, but the remaining regulations of Table A, as altered or modified by the Articles of Association of the Company, shall apply to the Company
- (c) These Articles of Association and those regulations in Table A incorporated herein shall take effect subject to the requirements of the Companies Act 1985 (as modified or re-enacted from time to time)

SHARE CAPITAL

- 6 (a) As at the date of the adoption of these Articles, the issued share capital of the Company is £109,888,583, divided into 109,888,583 Ordinary Shares of £1 each
- (b) Subject to any direction of the Company by Ordinary Resolution from time to time there shall be no restriction on the amount or number of ordinary shares the Directors can allot and the Directors be generally and unconditionally authorised to exercise all the powers of the Company to allot, grant options over or otherwise deal with or dispose of ordinary shares to such persons, at such times, and generally on such terms as they think proper
- (c) In accordance with section 569 of the Act, the powers vested in the Directors to allot equity securities (as defined for the purposes of Section 560 of the Act) shall be exercisable as if Section 561(1) of the Act does not apply to the allotment thereof

TRANSFER OF SHARES

- 7 (a) The directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any shares, whether or not it is a fully paid share
- (b) Notwithstanding anything contained in these Articles
 - (i) the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer -

- (A) is to any bank, institution or other person to which such shares have been charged by way of security, or to any third party nominated by such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a "Secured Institution"),
 - (B) is delivered to the Company for registration by a Secured Institution in order to enforce or realise the security over the shares or to implement the transfer pursuant to the documents granting such security, or
 - (C) is executed by a Secured Institution pursuant to a power of sale or other power existing under such security,
- (ii) and the directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles -
- (A) no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution, and
 - (B) no Secured Institution,

shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise

LIEN

- 7A Notwithstanding anything to the contrary contained in the Articles, the Company shall have no lien on any shares in the Company (nor on any dividends payable thereon) which have been charged by way of security to a Secured Institution

GENERAL MEETINGS

- 8
- (a) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting
 - (b) A person is able to exercise the right to vote at a general meeting when (i) that person is able to vote, during the meeting, on the resolutions put to the vote at the meeting, and (ii) that person's vote can be taken into account at the same time as the votes of all the other persons attending the meeting
 - (c) The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it
 - (d) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other
 - (e) Two or more people who are not in the same place as each other attend a general meeting if circumstances are such that they have rights to speak and vote at that meeting, they are able to exercise them

VOTES OF MEMBERS

- 9 Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder

DIRECTORS

- 10 The last sentence of Regulation 66 shall not apply
- 11 Regulation 78 shall be modified by the deletion of the words "and may also determine the rotation in which any additional directors are to retire"

- 12 (a) Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act and provided he has declared the nature and extent of his interest in accordance with the requirements of the Acts, a Director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company
- (i) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested,
 - (ii) shall be an eligible Director for the purposes of any proposed decision of the Directors (or committee of Directors) in respect of such contract or proposed contract in which he is interested,
 - (iii) shall be entitled to vote at a meeting of Directors (or of a committee of the Directors) or participate in any unanimous decision, in respect of such contract or proposed contract in which he is interested,
 - (iv) may be a Director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested, and
 - (v) shall not, save as he may otherwise agree, be accountable to the Company for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such contract, transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such contract, transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act

13

- (a) The Directors may, in accordance with the requirements set out in this article 13, authorise any matter proposed to them by any Director which would, if not authorised, involve a Director breaching his duty under section 175 of the Act to avoid conflicts of interest ('Conflict')

(b) Any authorisation under this article will be effective only if

- (i) the matter in question shall have been proposed by any Director for consideration at a meeting of Directors in the same way that any other matter may be proposed to the Directors under the provisions of these articles or in such other manner as the Directors may determine,
- (ii) any requirement as to the quorum at the meeting of the Directors at which the matter is considered is met without counting the Director in question, and
- (iii) the matter was agreed to without his voting or would have been agreed to if his vote had not been counted

(c) Any authorisation of a Conflict under this article may (whether at the time of giving the authorisation or subsequently)

- (i) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the Conflict so authorised,
- (ii) be subject to such terms and for such duration, or impose such limits or conditions as the Directors may determine,
- (iii) be terminated or varied by the Directors at any time

This will not affect anything done by the Director prior to such termination or variation in accordance with the terms of the authorisation

(d) In authorising a Conflict the Directors may decide (whether at the time of giving the authorisation or subsequently) that if a Director has obtained any information through his involvement in the Conflict otherwise than as a Director of the Company and in respect of which he owes a duty of confidentiality to another person the Director is under no obligation to

- (i) disclose such information to the Directors or to any Director or other officer or employee of the Company,

(ii) use or apply any such information in performing his duties as a Director, where to do so would amount to a breach of that confidence

(e) Where the Directors authorise a Conflict they may provide, without limitation (whether at the time of giving the authorisation or subsequently) that the Director

(i) is excluded from discussions (whether at meetings of Directors or otherwise) related to the Conflict,

(ii) is not given any documents or other information relating to the Conflict,

(iii) may or may not vote (or may or may not be counted in the quorum) at any future meeting of Directors in relation to any resolution relating to the Conflict

(f) Where the Directors authorise a Conflict

(i) the Director will be obliged to conduct himself in accordance with any terms imposed by the Directors in relation to the Conflict,

(ii) the Director will not infringe any duty he owes to the Company by virtue of sections 171 to 177 of the Act provided he acts in accordance with such terms, limits and conditions (if any) as the Directors impose in respect of its authorisation

14 A Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the Directors or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds

15 The Directors may procure the establishment and maintenance of or participate in, or contribute to any non-contributory or contributory pension or superannuation fund scheme or arrangement or life assurance scheme or arrangement for the benefit of, and pay provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to, any past or present Director, officer or employee of the Company or of any company which is

a subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary company or the wives, widows, families or dependants of any such past or present Director, officer or employee

- 16 A decision of the Directors is taken in accordance with this article when all eligible Directors indicate to each other by any means that they share a common view on a matter
- 17 Subject to these Articles, the Directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Directors
- 18
- (a) Subject to these Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting when (i) the meeting has been called and takes place in accordance with the articles and (ii) they can each communicate to the others any information or opinions they have on any particular item of business of the meeting
 - (b) In determining whether Directors are participate in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other
 - (c) If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is treated as taking place wherever any of them is
 - (d) Where decisions of the Directors are taken by electronic means, such decisions shall be recorded by the Directors in permanent form, so that they may be read with the naked eye
- 19 A resolution in writing signed or approved by letter, telex, facsimile transmission or cable by all the Directors shall be as effective as a resolution passed in accordance with article 136above and may consist of several documents in the like form each signed or approved by one or more of the Directors For the purposes of this Article the signature or approval of an alternate Director shall suffice in lieu of the signature or approval of the Director appointing him
- 20 The last two sentences of Regulation 79 shall not apply
- 21 The last sentence of Regulation 84 shall not apply

- 22 Regulation 88 shall be modified by the deletion of the words "It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom"

ALTERNATE DIRECTORS

- 23 Any such person appointed as an alternate Director shall vacate his office as an alternate Director -

(a) if and when the Director by whom he has been appointed vacates office as a Director,

(b) if the Director by whom he has been appointed removes him by written notice to the Company, or

(c) in the event of any circumstances which, if he were a Director, would cause him to vacate his office as such

- 24 The last sentence of Regulation 112 shall not apply

- 25 Regulation 116 shall be modified by the deletion of the words "within the United Kingdom"

NOTICES

- 26 Any summons, notice, order or other document required to be sent to or served upon the Company or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid letter, envelope, or wrapper, addressed to the Company or such officer at the Registered Office of the Company

THE COMPANIES ACT 2006

ARTICLES OF ASSOCIATION

OF

FUTURE ELECTRONICS LIMITED

REGISTERED NUMBER: 2087867

Incorporated on 9 January 1987

Adopted by special resolution of the Company passed on 27th September 2011