

*The Companies Act 1985*

**Company Limited by Shares**

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**MEMORANDUM OF ASSOCIATION**

**02 Mobiles  
of  
CELLNET SERVICES LIMITED**

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- 02 Mobiles**
1. The name of the Company is **Cellnet Services Limited**. \*
  2. The registered office of the Company will be situate in England.
  3. The objects for which the Company is established are\*\*:-
    - 3.1 (a) To carry on any trade or business concerning telecommunications;
    - (b) To carry on the business of a holding company in all its branches, and to acquire by purchase, lease, concession, grant, licence or otherwise such businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debentures, debenture stock, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property and rights and interests in property as the Company shall deem fit and generally to hold, manage, develop, lease, sell or dispose of the same; and to vary any of the investments of the Company, to act as trustees of any deeds constituting or securing any debentures, debenture stock or other securities or obligations; to enter into, assist, or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and businesses of every description, and to establish, carry on, develop and extend the same or sell, dispose of or otherwise turn the same to account, and to co-ordinate the policy and administration of any companies of which this Company is a member or which are in any manner controlled by, or connected with the Company, and to carry on all or any of the businesses of capitalists, trustees, financiers, financial agents, company promoters, bill discounters, insurance brokers and agents, mortgage brokers, rent and debt collectors, stock and share brokers and dealers and commission and general agents, merchants and traders; and to manufacture, buy, sell, maintain, repair and deal in plant, machinery, tools, articles and things of all kinds capable of being used for the purposes of the above-mentioned businesses



or any of them, or likely to be required by customers of or persons having dealings with the Company;

(c) (i) To undertake and execute the offices of nominees for the purpose of holding and dealing with any real or personal property or security of any kind for or on behalf of any company person or body; To act as nominee or agent generally for any purpose and either solely or jointly with another or others, for any person or company;

(ii) To hold as nominees and to deal with manage and turn to account any real or personal property of any kind, and in particular shares, stocks, debentures, securities, policies, book debts, claims and securities in action, lands, buildings, hereditaments, business concerns, undertakings, mortgages, charges, annuities, patents, licences and any interest in real or personal property whatsoever and any claims against such property or against any person or company;

3.2 To carry on any other trade or business of a similar nature or any business which may in the opinion of the Board of Directors be conveniently carried on in connection with or ancillary to or calculated directly or indirectly to enhance or render more profitable any of the businesses of the Company;

3.3 To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any persons, firms, companies or bodies corporate that may seem conducive to the Company's objects or any of them, to apply for, secure, acquire by grant, legislative enactment, assignment, transfer, purchase or otherwise and to exercise, carry out and enjoy any charter, licence, power, authority, franchise, right, wayleave, or other rights, privileges or concessions which any government or other authority or any corporation or other public body may be empowered to grant or award and to pay for, aid in and contribute towards carrying the same into effect;

3.4 To purchase or otherwise acquire and take options over all or any part of the business, goodwill, property and liabilities of any person, firm, company, or body corporate formed for all or any part of the purposes within the objects of the Company, and to conduct and carry on, or liquidate and wind up any such business;

3.5 To purchase, take on lease, or otherwise acquire for the purposes of the Company, any estates, lands, buildings, easements or dispose of or grant rights over any real or personal property of any kind necessary or convenient for the purposes of the Company;

3.6 To purchase or otherwise acquire, erect, pull down, maintain, reconstruct and adapt any offices, studios, broadcasting or transmitting stations, workshops, plant machinery and other things found necessary or convenient for the purposes of the Company;

3.7 To conduct and promote research into any matter which may be of benefit to the businesses of the Company and to apply for and take out, purchase or otherwise

acquire any designs, trade marks, brevets d'invention, patents, patent rights or inventions, copyright concessions or secret processes, which may be useful for the Company's objects, and to sell, assign and develop the same or grant licences to use the same and to otherwise deal with the same to the advantage of the Company;

- 3.8 To manufacture, buy, sell, and generally deal in, any plant, machinery, apparatus, equipment, tools, goods or things of any description, which in the opinion of the Board of Directors may be conveniently dealt with by the Company in connection with any of its objects,
- 3.9 To improve, construct, repair, manage, develop let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of or otherwise deal with the whole or any part of the real and personal property and rights of the Company on such terms as may be determined;
- 3.10 To issue, or guarantee the issue of, or the payment of interest on, the shares, debentures, debenture stock, or other securities or obligations of any company or association.
- 3.11 Upon any issue of shares, debentures or other securities of the Company, to employ brokers, commission agents and underwriters, and to provide for the remuneration of such persons for their services by payment in cash, or by the issue of shares, debentures or other securities of the Company, or by the granting of options to take the same, or in any other manner allowed by law;
- 3.12 To draw, accept and make, and to endorse, discount and negotiate, cheques, bills of exchange, bills of lading, promissory notes and debentures and other negotiable or transferable instruments;
- 3.13 To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it;
- 3.14 To advance and to lend money or give credit on such terms as may seem expedient and with or without security and to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee the payment of any sums of money or the performance of any obligation by any person, firm, company, or body corporate including any holding company or subsidiary in any manner;
- 3.15 To invest and deal with the monies of the Company in such manner as may from time to time be determined and to hold or otherwise deal with any investments made;
- 3.16 To acquire by subscription, tender, purchase or otherwise and hold, sell, deal with or dispose of any shares, stocks, debentures, debenture stocks, bonds, obligations

and securities issued or guaranteed by any company constituted or carrying on business in any part of the world and debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof;

- 3.17 To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any person, firm, company or body corporate carrying on or proposing to carry on any business within the objects of the Company or which is capable of being carried on so as directly or indirectly to benefit the Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of any other interests in any such company or corporation, and to guarantee the contracts or liabilities of, subsidise or otherwise assist any such company or corporation;
- 3.18 To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of the Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of the Company and to acquire, hold, dispose of shares, stock, securities and guarantee the payment of the dividend, interest or capital of any shares, stock or securities issued by or any other obligations of any such company;
- 3.19 To apply for, promote, and obtain and to support the promotion by others of any statute, order, regulation, or other authorisation or enactment which may seem calculated directly or indirectly to benefit the Company; and to oppose any bills, proceedings, or applications which may seem calculated directly or indirectly to prejudice the Company's interests;
- 3.20 To act as agents or brokers and as trustees for any person, firm, company or body corporate, and to undertake and perform sub-contracts;
- 3.21 To remunerate any person, firm, company or body corporate, rendering services to the Company either by cash payments or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient;
- 3.22 To insure the life of any person who may, in the opinion of the Board of Directors; be of value to the Company as having or holding for the Company interest, goodwill or influence or other assets and to pay the premiums on such insurance;
- 3.23 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 may be deemed expedient;
- 3.24 To pay for any property, assets or rights acquired by the Company and to give consideration for any act or thing either in cash or fully or partly paid shares or by

the issue of securities or obligations or partly in one mode and partly in another and generally on such terms as the Company may determine;

- 3.25 To accept payment for any property or rights sold or otherwise disposed of or dealt with or for any services rendered by the Company, either in cash, by instalments or otherwise or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions voting or otherwise, or in debentures or mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as may be determined, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired;
- 3.26 To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependants of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependants;
- 3.27 To aid in the establishment and support of any schools and any educational, scientific, literary, religious, charitable or public institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment;
- 3.28 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;
- 3.29 to do all or any of the above things in any part of the world, and either as principals, agents, trustees, brokers contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise;
- 3.30 To procure the Company to be registered or recognised in any part of the world and to do all such other things as are incidental or conducive to the above objects or any of them;
- 3.31 To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company or to contract with any person, firm or body corporate to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares or securities of the Company.

It is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraphs or the order in which the same occur.

- 4. The liability of the members is limited.

5. The share capital of the Company is £1 divided into 107,000,000 Ordinary Shares of £1/107,000,000 each.\*\*\*

\* The Company was incorporated as BT Thirty-Seven Limited Changed its name to Adnox 3 Limited by Special Resolution of 30 April 1992 with effect from 20<sup>th</sup> May 1993, and changed its name to Cellnet Services Limited by Special Resolution dated 30 June 1992 with effect from 7 July 1992.

On 19 April 2002 the Company changed its name from Cellnet Services Limited to O2 Mobiles Limited

\*\* As amended by Special Resolution of 30 April 1992

\*\*\* As amended by Ordinary Resolution of 24 February 1993

As amended by Special Resolution of 23 June 2009 to reduce the share capital to £1 divided into 107,000,000 Ordinary Shares of £1/107,000,000 each.

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