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THE COMPANIES ACT 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of



CRYSTALGLEN LIMITED

1. The Company's Name is **CRYSTALGLEN LIMITED**.
2. The Company's Registered Office is to be situated in England and Wales.
- 3.1
 - (a) The Object of the Company is to carry on business as a general commercial company.
 - (b) Without prejudice to the object and powers of the Company pursuant to Section 3A of the Companies Act 1985 the Company has power to do the following:-
 - (c) To carry on business as proprietors, operators and managers of employment agencies.
 - (d) To carry on business as recruitment consultants and to provide an organisation for the placing of labour with the engineering, building, construction or any other industry.
 - (e) To provide accommodation addresses, copying, typewriting, fax and telex services.
 - (f) To carry on business as suppliers of and dealers in office equipment and stationery of all kinds.
 - (g) To carry on the business of financing transactions and guaranteeing or giving security for the payment of money or the performance of any obligations or undertaking, and to manage, subsidise, finance, co-ordinate or otherwise assist any company or companies in which this company has a direct or indirect financial interest.
- 3.2 To carry on any other business which may seem to the Directors to be capable of being conveniently or advantageously carried on in connection or conjunction with any

business of the Company with a view directly or indirectly to enhancing the value of or to render profitable any of the Company's property, assets or rights or expertise.

- 3.3 To purchase or otherwise acquire and undertake all or any part of the business goodwill, property and liabilities of any person, firm or company carrying on or proposing to carry on or possessed of property suitable for the purpose of the Company and as part of the consideration for such purchase or acquisition to undertake all or any of the liabilities of such person, firm or company.
- 3.4 To purchase, take on lease or in exchange, or by any other means acquire and take options over any real or personal property or any rights or privileges of any kind over or in respect of any property.
- 3.5 To acquire an interest in, amalgamate with, or enter into partnership or into any arrangement or other association for sharing profits union of interest, co-operation, joint adventure, reciprocal concession or otherwise with any person firm or Company and to give or accept by way of consideration for any acts or things aforesaid or property acquired shares, stock or securities that may be agreed upon and with or without guarantee to sell, hold, re-issue or otherwise deal with such shares, stock or securities, and to buy and sell foreign exchange.
- 3.6 To construct, develop, maintain, improve, manage, exchange, rent, let on lease or otherwise mortgage, charge, dispose of or turn to account all or any rights or property of the Company. To purchase, rent, hire lease or otherwise obtain and maintain all furniture and fittings, vehicles, plant and machinery or other equipment necessary or convenient for carrying on the business of the Company.
- 3.7 To enter into any arrangements with any Government or Authority (supreme, municipal, local or otherwise) and to obtain from any such Government or Authority all rights, decrees, concessions, authorisations and privileges which the Company may think desirable and to carry out exercise and comply with the same.
- 3.8 To obtain, purchase or otherwise acquire and protect any concessions contracts, licences, designs, trade marks, rights, patents, inventions, secret processes and privileges, exclusive or otherwise or any right or option in relation thereto. To disclaim, alter, modify, develop, improve, use and turn to account the same. To operate thereunder, manufacture under licences, grant licences or privileges in respect of the same. To register any trade mark, patents, patents rights, inventions, secret processes, licences and designs in any part of the world. To dispose of and deal with the same in any manner as the Directors may think expedient.
- 3.9 To pay out of capital and debit to capital account the interest on any debentures, or other obligations of the Company and to pay interest on the paid up share capital of the Company, and to charge the same to capital as part of the cost of construction of any works carried out by the Company.
- 3.10 To apply for, promote and obtain any Act of Parliament, order or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem calculated to promote the Company's interest

and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest.

- 3.11 To promote or join in promoting any other Company for the purpose of acquiring all or any part of the business assets, or any property or undertaking or any rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other Company.
- 3.12 To pay for any rights or property acquired by the Company. To enter into any arrangements or contract with any person, firm or company for rendering services, and to fix and determine their remuneration, which may be by way of money payment or allotment of the Company's shares credited either as fully or partly paid, or otherwise as may be considered expedient.
- 3.13 To sell, exchange, lease, grant licences, dispose of, turn to account or otherwise deal with the whole of the undertaking or any part of the business or property or assets of the company for such consideration as may be considered expedient and in particular for shares, stock debentures or securities of any Company purchasing the same.
- 3.14 To pay all or any expenses incurred in connection with the promotion formation and incorporation of the Company, and all or any expenses of any company formed or promoted by the Company.
- 3.15 To invest and deal with the monies of the Company not immediately required for any other purpose of the Company by the purchase of the shares or securities of any company or by the purchase of any interest in land or buildings and generally to subscribe for, take purchase, or otherwise acquire, hold, sell deal with and dispose of shares, securities or obligations issued or guaranteed by any government or authority, municipal, local or otherwise in any part of the World.
- 3.16 To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, monies, or shares or the performance of contracts or engagements of any other company, firm or person and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any company, firm or person having for its objects similar objects to those of this Company or any of them.
- 3.17 To provide security and to guarantee either by mortgaging or charging all or any part of the undertaking property and assets both present and future and uncalled capital of the Company, or by both such methods, the performance by the Company of any contract, obligation or liability of any company firm or person which may become binding on it.
- 3.18 To draw, make, accept, endorse, discount, execute, negotiate and issue, and to buy, sell and deal with bills of exchange, promissory notes, debentures, bills of lading, warrants and other negotiable or transferable instrument or securities.
- 3.19 To raise or borrow by any means or any manner and to secure the repayment of such money, or any money owing by mortgage, charge or other security, upon the whole or

any part of the property and assets of the Company both present and future including any uncalled capital.

- 3.20 To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid and the wives, widows, families and dependants of any such persons and also establish support subsidise and subscribe to any charitable or public object, institutions associations or clubs funds calculated to be for the benefit of or to advance the interests and well being of the Company or of any such other Company as aforesaid either alone or in conjunction with any such other company as aforesaid.
- 3.21 To distribute among the members of the Company in specie or otherwise any property or assets of the Company subject to any consent required by law.
- 3.22 To procure the registration or incorporation of the Company in or under the laws of any place outside England and Wales.
- 3.23 To sell, or otherwise dispose of all or any part of the Company upon such terms and for such consideration as the Company may think fit and in particular, for shares or debentures, debenture stock or other securities of any company purchasing the same.
- 3.24 To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise and by or through subsidiary companies, agents, sub-contractors or trustees or otherwise, and either along or in conjunction with others.

And 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 and shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other sub-clause or the order in which the same occur or by the name of the Company.

- 3.25 To give, whether directly or indirectly, any kind of financial assistance (as defined in section 152(1)(a) of the Companies Act 1985) for any such purpose as is specified in section 151(1) and / or section 151(2) of the Companies Act 1985, so far as permitted by the Act and subject where necessary to due compliance with sections 155 to 158 of the Companies Act 1985.¹
 - 3.26 To do all such other things as may be deemed incidental or conducive to the attainment of the above mentioned objects or any of them.
4. The liability of the Members is limited.

¹ By written resolution dated 15 June 2001, this new clause 3.25 was inserted and the previous clause 3.25 was renumbered clause 3.26 accordingly.

5. The Authorised Share Capital of the Company is £1,000 divided into 1,000 Ordinary Shares of £1 each.

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
CRYSTALGLEN LIMITED
ADOPTED BY WRITTEN RESOLUTION
DATED 15 JUNE 2001

1. PRELIMINARY

The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 in force at the time of adoption of these Articles (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied by these Articles and such regulations (save as so excluded or varied) and these Articles shall be the regulations of the Company.

2. INTERPRETATION

In these Articles and in Table A the following expressions have the following meanings unless inconsistent with the context:

"the Act"	The Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force
"these Articles"	these Articles of Association, whether as originally adopted or as from time to time altered by special resolution
"clear days"	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
"the directors"	the directors for the time being of the Company or (as the context shall require) any of them acting as the board of directors of the Company
"executed"	includes any mode of execution
"the holder"	in relation to shares means the member whose name is entered in the register of members as the holder of the shares

“office”	the registered office of the Company
“seal”	the common seal of the Company (if any)
“secretary”	the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary
“share”	includes any interest in a share
“the United Kingdom”	Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these Articles and in Table A bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company. Regulation 1 of Table A shall not apply to the Company.

3. **SHARE CAPITAL**

- 3.1 The authorised share capital of the Company at the time of adoption of these Articles is £1,000 divided into 1,000 ordinary shares of £1.00 each.
- 3.2 No shares comprised in the authorised share capital of the Company from time to time shall be issued without the consent in writing of the holder or holders (in aggregate) of a majority of the voting rights in the Company (within the meaning of section 736A(2) of the Act) nor shall any share be issued at a discount or otherwise be issued in breach of the provisions of these Articles or of the Act.
- 3.3 Regulation 4 of Table A and, in accordance with section 91(1) of the Act, sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

4. **LIEN**

The Company shall have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 of Table A shall be modified accordingly.

5. **CALLS ON SHARES AND FORFEITURE**

There shall be added at the end of the first sentence of regulation 18 of Table A, so as to increase the liability of any member in default in respect of a call, the words “and all expenses that may have been incurred by the Company by reason of such non-payment”.

6. **TRANSFER OF SHARES**

The first sentence in regulation 24 of Table A shall not apply to the Company. The words “They may also” at the beginning of the second sentence of that regulation shall be replaced by the words “The directors may”.

7. GENERAL MEETINGS

The directors may call general meetings and regulation 37 of Table A shall not apply to the Company.

8. NOTICE OF GENERAL MEETINGS

8.1 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 regulation 38 of Table A shall be modified accordingly. The words "or a resolution appointing a person a director" and paragraphs (a) and (b) in regulation 38 of Table A shall be deleted and the words "in accordance with section 369(3) of the Act" shall be inserted after the words "if it is so agreed" in that regulation.

8.2 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 profit and loss account, balance sheet, and the reports of the directors and auditors, the appointment of and the fixing of the remuneration of the auditors and the giving or renewal of any authority in accordance with the provisions of section 80 of the Act.

8.3 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.

9. PROCEEDINGS AT GENERAL MEETINGS

9.1 The words, "save that, if and for so long as the Company has only one person as a member, one member present in person or by proxy shall be a quorum" shall be added at the end of the second sentence of regulation 40 of Table A.

9.2 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 the member or members present in person or by proxy or (being a body corporate) by representative and entitled to vote upon the business to be transacted shall constitute a quorum and shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place. Regulation 41 of Table A shall not apply to the Company.

10. VOTES OF MEMBERS

10.1 Regulation 54 of Table A shall not apply to the Company. 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 entitled to vote who (being an individual) is present in person or by proxy (not being himself a member entitled to vote) or (being a corporate body) is present by a representative or proxy (not being himself a member entitled to vote)

shall have one vote and, on a poll, every member shall have one vote for each share of which he is the holder.

10.2 The words "be entitled to" shall be inserted between the words "shall" and "vote" in regulation 57 of Table A.

10.3 A member shall not be entitled to appoint more than one proxy to attend on the same occasion and accordingly the final sentence of regulation 59 of Table A shall not apply to the Company. Any such proxy shall be entitled to cast the votes to which he is entitled in different ways.

11. **NUMBER OF DIRECTORS**

11.1 Regulation 64 of Table A shall not apply to the Company.

11.2 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution. 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 one.

12. **ALTERNATE DIRECTORS**

12.1 An alternate director shall be entitled to receive notice of all meetings of the directors and of all meetings of committees of the directors of which his appointor is a member (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him), to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor at such meeting as a director in his absence. 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. Regulation 66 of Table A shall not apply to the Company.

12.2 A director, or any such other person as is mentioned in regulation 65 of 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 and the final sentence of regulation 88 shall not apply to the Company.

12.3 Save as otherwise provided in the regulations of the Company, an alternate director shall be deemed for the purposes specified in **Article 12.1** to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him. Regulation 69 of Table A shall not apply to the Company.

13. **APPOINTMENT AND RETIREMENT OF DIRECTORS**

13.1 The directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) of Table A shall not apply to the Company.

- 13.2 A member or members holding a majority of the voting rights in the Company (within the meaning of section 736A(2) of the Act) shall have power at any time, and from time to time, to appoint any person to be a director, either as an additional director (provided that the appointment does not cause the number of directors to exceed any number determined in accordance with **Article 11.2** as the maximum number of directors for the time being in force) or to fill a vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be made by notice in writing to the Company signed by the member or members making the same or, in the case of a member being a corporate body, signed by one of its directors or duly authorised officers or by its duly authorised attorney and shall take effect upon lodgement of such notice at the office.
- 13.3 The Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.
- 13.4 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 **Article 11.2** as the maximum number of directors for the time being in force.

14. **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

The office of a director shall be vacated if:

- 14.1 he ceases to be a director by virtue of any provision of the Act or these Articles or he becomes prohibited by law from being a director; or
- 14.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- 14.3 he is, or may be, suffering from mental disorder and either:
- 14.3.1 he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
 - 14.3.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- 14.4 he resigns his office by notice to the Company; or
- 14.5 he shall for more than six consecutive months have been absent without permission of the directors from meetings of the directors held during that period and the directors resolve that his office be vacated; or
- 14.6 he is removed from office as a director pursuant to **Article 13.2**,
and regulation 81 of Table A shall not apply to the Company.

15. **GRATUITIES AND PENSIONS**

Regulation 87 of Table A shall not apply to the Company and the directors may exercise any powers of the Company conferred by its memorandum of association to give and provide pensions, annuities, gratuities or any other benefits whatsoever to or for past or present directors or employees (or their dependants) of the Company or any subsidiary or associated undertaking (as defined in section 27(3) of the Companies Act 1989) of the Company and the directors shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

16. **PROCEEDINGS OF THE DIRECTORS**

16.1 Whensoever the minimum number of the directors shall be one pursuant to the provisions of **Article 11.2**, a sole director shall have authority to exercise all the powers and discretions which are expressed by Table A and by these Articles to be vested in the directors generally and regulations 89 and 90 of Table A shall be modified accordingly.

16.2 Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any interest of his, a director notwithstanding his office:

16.2.1 may be a party to or otherwise interested in any transaction or arrangement with the Company or in which the Company is in any way interested;

16.2.2 may be a director or other officer of or employed by or be a party to any transaction or arrangement with or otherwise interested in any body corporate promoted by the Company or in which the Company is in any way interested;

16.2.3 may, or any firm or company of which he is a member or director may, act in a professional capacity for the Company or any body corporate in which the Company is in any way interested;

16.2.4 shall not by reason of his office be accountable to the Company for any benefit which he derives from such office, service or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit; and

16.2.5 shall be entitled to vote on any resolution and (whether or not he shall vote) be counted in the quorum on any matter referred to in any of **Articles 16.2.1 to 16.2.4** (inclusive) or on any resolution which 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 resolution as aforesaid his vote shall be counted.

16.3 For the purposes of **Article 16.2**:

16.3.1 a general notice to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or

arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified;

16.3.2 an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his; and

16.3.3 an interest of a person who is for any purpose of the Act (excluding any statutory modification not in force when these Articles were adopted) connected with a director shall be treated as an interest of the director and in relation to an alternate director an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

16.4 Any director (including an alternate director) may participate in a meeting of the directors or a committee of the directors of which he is a member by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Act, he shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.

16.5 Regulation 88 of Table A shall be amended by substituting for the sentence:

“It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom.”

the following sentence:

“Notice of every meeting of the directors shall be given to each director and his alternate, including directors and alternate directors who may for the time being be absent from the United Kingdom and have given the Company an address within the United Kingdom for service.”

16.6 Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company.

17. **THE SEAL**

If the Company has a seal it shall be used only with the authority of the directors or of a committee of the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined, every instrument to which the seal is affixed shall be signed by one director and by the secretary or another director. The obligation under regulation 6 of Table A relating to the sealing of share certificates shall only apply if the Company has a seal. Regulation 101 of Table A shall not apply to the Company.

18. **NOTICES**

18.1 In regulation 112 of Table A, the words “by fax to a fax number supplied by the member for such purpose or” shall be inserted immediately after the words “or by sending it” and the words “first class” shall be inserted immediately before the words “post in a prepaid envelope”.

18.2 Where a notice is sent by first class post, proof of the notice having been posted in a properly addressed, prepaid envelope shall be conclusive evidence that the notice was given and shall be deemed to have been given at the expiration of 24 hours after the envelope containing the same is posted. Where a notice is sent by fax production of a successful transmission sheet shall be conclusive evidence that the notice was given and the notice shall be deemed to have been given at the time of transmission. Regulation 115 of Table A shall not apply to the Company.

19. **WINDING UP**

In regulation 117 of Table A, the words “with the like sanction” shall be inserted immediately before the words “determine how the division”.

20. **INDEMNITY**

20.1 Subject to the provisions of section 310 of the Act every director (including an alternate 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 lawful 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 (including an alternate 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 lawful execution of the duties of his office or in relation thereto. Regulation 118 of Table A shall not apply to the Company.

20.2 The directors shall have power to purchase and maintain at the expense of the Company for the benefit of any director (including an alternate director), officer or auditor of the Company insurance against any such liability as is referred to in section 310(1) of the Act and subject to the provisions of the Act against any other liability which may attach to him or loss or expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done as a director (including an alternate director), officer or auditor.

20.3 The directors may authorise directors of companies within the same group of companies as the Company to purchase and maintain insurance at the expense of the Company for the benefit of any director (including an alternate director), other officer or auditor of such company in respect of such liability, loss or expenditure as is referred in **Article 20.2**.

21. **FINANCIAL ASSISTANCE**

The powers of the Company shall include power to give, whether directly or indirectly, any kind of financial assistance (as defined in section 152(1)(a) of the Act) for any such purpose as is specified in section 151(1) and for section 151(2) of the Act, so far as permitted by the Act and subject where necessary to due compliance with sections 155 to 158 of the Act.