

**Company No: 02908585**

**THE COMPANIES ACT 1985 AND 1989**

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**COMPANIES LIMITED BY SHARES**

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**ARTICLES OF ASSOCIATION**

**of**

**MFT COMPUTER HOLDINGS LIMITED**

**(Adopted by Special Resolution passed on 16 October 2001)**

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**Interpretation**

1. In these Articles:

“**Act**” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force,

“**Table A**” means the regulations contained in Table A Companies (Tables A to F) Regulations 1985 as amended.

**Table A**

2. The regulations contained in Table A shall apply to the Company except in so far as they are excluded by or are inconsistent with these Articles.
3. Regulations 24, 40, 41, 47, 48, 60, 61, 62, 73-80 inclusive, 84 and 101 of Table A do not apply to the Company.
4. References in Table A and in these Articles to writing shall include typewriting, printing, lithography, photography, telex and fax messages and other means of representing or reproducing words in a legible and non-transitory form.

**Shares and allotment**

5. The directors may unconditionally exercise the power of the Company to allot relevant securities (within the meaning of Section 80(2) of the Act).
6. The general authority conferred by Article 5 shall:



- 6.1 extend to all relevant securities of the Company unissued as at the date of adoption of these Articles;
  - 6.2 expire on the fifth anniversary of the adoption of these Articles unless varied or revoked or renewed by the Company in general meeting; and
  - 6.3 entitle the directors to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry thereof.
7. Subject to and without prejudice to the generality of the provisions of Article 12 any shares unissued at the date of the adoption of these Articles and shares hereafter created shall be under the control of the directors who may allot, grant options over or otherwise deal with or dispose of the same to such persons (including the directors themselves) on such terms and in such manner as they think fit, provided that no shares shall be issued at a discount.
8. In accordance with Section 91(1) of the Act, Section 89(1) and 90(1) to (6) inclusive of the Act shall be excluded from applying to the Company.

#### **Call on shares**

9. The following sentence shall be added to the end of Regulation 15 of Table A: "Such persons shall also pay to the Company all expenses that may have been incurred by the Company by reason of such non-payment".

#### **Notice of General Meetings**

10. Notice of every general meeting shall be given in a manner authorised by Table A except that any annual general meeting and an extraordinary general meeting called for the passing of a resolution appointing a person as a director shall be called by at least 14 clear days and not at least 21 clear days notice only unless the short notice provisions of Regulation 38 of Table A apply.

#### **Proceedings at general meetings**

11. Regulation 40 of Table A shall be deleted and the following substituted therefor:
- "No business shall be transacted at any meeting unless a quorum is present. One person entitled to vote being a member or duly authorised representative of a corporation shall be a quorum."
12. A poll may be demanded at any general meeting by the chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 of Table A shall be modified accordingly.

#### **Delegation of directors' powers**

13. The following words shall be added after the words "one or more directors" in Regulation 72 of Table A:

“who shall have power unless the directors direct otherwise to co-opt as a member or members of the committee for any specific purpose any person or persons although not being a director or directors of the Company”.

#### **Appointment, disqualification and removal of directors**

14. The directors shall not be liable to retire by rotation.
15. A director shall not be required to hold any share qualification.
16. The reference to two in Regulation 64 shall be substituted by one to the effect that the minimum number of directors required shall be one.
17. The Company may by ordinary resolution appoint a person who is willing to act to be a director to either fill a vacancy or as an additional director.
18. 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 maximum number of directors (if there be any maximum) is not exceeded.
19. Whenever and so long as the Company shall be the subsidiary of another company (in this Article referred to as “**the Holding Company**”) the following provisions shall apply to and to the extent of any inconsistency shall have overriding effect as and against all other provisions of these Articles:
  - 19.1 the Holding Company may at any time and from time to time appoint any person to be a director or remove from office any director however appointed but so that in the case of a managing director his removal from office shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages in respect of the consequent termination of his executive office;
  - 19.2 no unissued shares shall be issued or agreed to be issued or put under option without the consent of the Holding Company;
  - 19.3 any or all powers of the directors shall be restricted in such respects and to such extent as the Holding Company may by notice to the Company from time to time lawfully prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Holding Company by any two of its directors or by any one of its directors and its secretary or some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of directors have been in any way restricted hereunder or as to whether any requisite consent of the Holding Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party has at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the directors.

### **Proceedings of directors**

20. Subject to the provisions of Section 317 of the Act, a director may vote on any contract or arrangement in which he is interested and on any matter arising therefrom and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration. Regulations 94 and 95 of Table A shall be modified accordingly and Regulation 96 shall not apply.
21. Any director or member of a committee of the directors may participate in a meeting of the directors or such committee by means of conference, telephone or similar communications equipment whereby all those participating in the meeting can hear each other and participation in such meeting in this manner shall be deemed to constitute presence in person at such meeting.

DATED the 16<sup>th</sup> day of October 2001