

19 - 09 - 96

No. 3024348

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

INNOVISION RESEARCH & TECHNOLOGY LIMITED

At an Extraordinary General Meeting of the Company held at Exa House, Alexandra Court, Denmark Street, Wokingham, Berkshire RG40 2SJ on 12 September 1996 at 5.30pm the following resolution was passed as a Special Resolution.

SPECIAL RESOLUTION

IT IS HEREBY RESOLVED:

- (a) THAT every authorised and issued ordinary share of £1 each in the share capital of the Company, and every authorised but unissued ordinary share of £1 each in the share capital of the Company, be sub-divided into 100 ordinary shares of 1p each in the share capital of the Company;
  - (b) THAT following the sub-division of ordinary shares referred to in (a) above, each of the 400 issued ordinary shares of 1p each in the share capital of the Company be reclassified as 'A' ordinary shares;
  - (c) THAT following the sub-division of ordinary shares referred to in (a) above and the reclassification referred to in (b) above, of the remaining authorised but unissued ordinary shares of 1p each, 99,600 such shares be reclassified as 'A' ordinary shares;
  - (d) THAT following the sub-division of ordinary shares referred to in (a) above and the reclassification referred to in (b) and (c) above, the remaining 100,000 authorised but unissued shares of 1p each in the share capital of the Company be reclassified as 'B' ordinary shares;
  - (e) THAT the Directors be empowered to allot equity securities (as defined in section 94(2) of the Companies Act 1985) up to a nominal amount of £1,996 as if both article 3 of the Company's Articles of Association and section 89(1) of the Companies Act 1985 did not apply to such allotment, and that this power expire at the conclusion of the Company's next annual general meeting; and
- (f) THAT new articles of association of the Company (a copy of which are produced to the meeting and initialled for the purposes of identification by the Chairman) be adopted in substitution for and to the exclusion of the existing articles of association of the Company with effect from the passing of this resolution.

Dated: 12 September 1996

  
CHAIRMAN

PRESENTED BY: Marc A. Borrett  
Director/Secretary



*[Handwritten Signature]*

We certify this to be  
a true copy  
Ashurst Morris Crisp

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

# ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed on 12 September 1996)

- of -

INNOVISION RESEARCH & TECHNOLOGY LIMITED

## PRELIMINARY

### 1. In these Articles:-

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

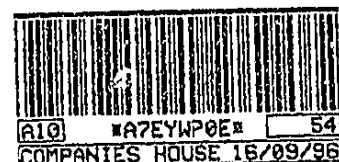
"Table A" means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended by the Companies (Tables A to F) (Amendment) Regulations 1985).

### 2. The Company is a private company. The regulations contained in Table A, save insofar as they are excluded or varied hereby, and the regulations hereinafter contained shall constitute the regulations of the Company. Articles 2, 3, 24, 40, 50, 54, 64, 72 to 81 (inclusive), 89 to 91 (inclusive) and 118 of Table A shall not apply to the Company.

## SHARES

### 3.1 The shares shall be under the control of the Directors and the Directors may allot any relevant securities (as defined by Section 80(2) of the Act) of the Company to a nominal amount of £2,000 (being the amount of the existing authorised share capital of the Company at the date of the adoption of these Articles) in accordance with the provisions of these Articles.

### 3.2 The general authority conferred by Article 3 hereof shall extend to all relevant securities of the Company from time to time unissued during the currency of such authority. The said general authority shall expire on the fifth anniversary of the date of the adoption of these Articles unless varied or revoked or renewed by the Company in General Meeting.



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- 3.3 The Directors shall be entitled under the general authority conferred by Article 3 hereof to make at any time before the expiry of such authority any offer or agreement which will or may require securities to be allotted after the expiry of such authority.
- 3.4 Subject always to the provisions of Article 5 below, Section 89(1) of the Act shall not apply to any allotment of shares in the Company.
- 4.1 The share capital of the Company at the date of the adoption of these Articles is £2,000 divided into 100,000 "A" Ordinary Shares of 1p each and 100,000 "B" Ordinary Shares of 1p each.
- 4.2 The "A" Ordinary Shares and the "B" Ordinary Shares shall be separate classes of shares but save as herein expressly provided shall rank *pari passu* in all respects.
- 5.1 Save as the holders of the "A" Ordinary Shares and the holders of the "B" Ordinary Shares shall otherwise agree in writing all new shares created upon any increase of capital and any issue of unissued shares shall consist of such number of "A" Ordinary Shares and "B" Ordinary Shares as reflects the proportion as nearly as may be in which the "A" Ordinary Shares and the "B" Ordinary Shares were held prior to such issue.
- 5.2 Upon any issue of shares the Directors shall first offer the "A" Ordinary Shares to be issued to the holders for the time being of the existing issued "A" Ordinary Shares and if such offer shall not be fully accepted within twenty-one days of the making thereof or on the receipt of an intimation from the member concerned that he declines to accept such offer in full the Directors shall thereupon offer any remaining "A" Ordinary Shares to be issued to the holders for the time being of the existing "B" Ordinary Shares. If such last mentioned offer shall not be fully accepted within twenty-one days from the making thereof or on receipt of an intimation from the member concerned that he declines to accept such offer in full the Directors may allot or otherwise dispose of the remaining unissued "A" Ordinary Shares as they may in their discretion think fit subject always to compliance with paragraph 5.1 of this Article.
- 5.3 The provisions of paragraph 5.2 of this Article shall also apply to any issue of "B" Ordinary Shares save that references to "A" Ordinary Shares shall be construed as references to "B" Ordinary Shares and references to "B" Ordinary Shares shall be construed as references to "A" Ordinary Shares.
6. The lien conferred by Clause 8 in Table A shall attach to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of two or more joint holders.

#### RESOLUTIONS

7. Any such resolution in writing as is referred to in Clause 53 of Table A may consist of several documents in the like form each signed by one or more of the members (or their duly authorised representatives) in that Clause referred to.

## TRANSFERS

- 8.1 The Directors shall register a transfer made either in accordance with the provisions of Article 9 below or pursuant to the written agreement of all the members for the time being.
- 8.2 Subject to the provisions of paragraph 8.1 above the Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share.
9. Shares may at any time be transferred only with the consent in writing of all other members of the Company. For the purposes of this Article 9 all the members of the Company shall be deemed in the absence of evidence to the contrary to have given their consent to a transfer of shares if both "A" Directors (or one where there is only one "A" Director in office) and any one "B" Director have approved such transfer in writing.

## PROCEEDINGS AT GENERAL MEETINGS

10. No business shall be transacted at any General Meeting unless a quorum is present. Two members present (of whom one shall be or represent a holder of "A" Shares and one shall be or represent a holder of "B" Shares) shall be a quorum for all purposes.
11. In Clause 41 of Table A the following words are to be added at the end "and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the Meeting the Meeting shall stand dissolved".
12. It shall not be necessary to give any notice of an adjourned meeting and Clause 45 of Table A shall be construed accordingly.
13. A poll may be demanded by any member present in person or by proxy and Clause 46 of Table A shall be modified accordingly.
- 14.1 On a show of hands every member who is present in person shall have one vote and on a poll every member shall have one vote for every £0.01 in nominal amount of the "A" Ordinary Shares of which he is the holder and one vote for every £0.01 in nominal amount of the "B" Ordinary Shares of which he is the holder provided that:-
  - (a) no "A" Ordinary Shares shall confer any right to vote upon a resolution for the removal from office of a "B" Director;
  - (b) no "B" Ordinary Shares shall confer any right to vote upon a resolution for the removal from office of an "A" Director;
  - (c) if at any meeting any holder of any "A" Ordinary Shares is not present in person or by proxy the votes exercisable on a poll in respect of the "A" Ordinary Shares held by members present in person or by proxy shall be pro tanto increased so that such "A" Ordinary Shares together entitle such members to the same aggregate number of votes as could be the case in respect of all the "A" Ordinary Shares if all the holders thereof were present; and

- (d) the provisions of sub-paragraph 14.1(c) of this Article shall apply to the votes exercisable on a poll in respect of "B" Ordinary Shares except that references to "A" Ordinary Shares shall be construed as references to "B" Ordinary Shares.

14.2 The Chairman of a General Meeting shall not be entitled to a second or casting vote.

### DIRECTORS

15. The number of Directors shall be not less than three.
- 16.1 The holders of a majority of the "A" Ordinary Shares for the time being issued shall be entitled by notice in writing signed by them and left at or sent by registered post to the registered office for the time being of the Company to appoint two Directors and by like notice to remove any Director so appointed and at any time and from time to time by like notice to appoint any other person to be a Director in the place of the Director so removed or in the place of any Director vacating office in any way and originally so appointed by them. Any Director so appointed shall be an "A" Director. The holders of a majority of the "B" Ordinary Shares for the time being issued shall be entitled by notice in writing signed by them and left at the registered office for the time being of the Company to appoint one Director and by like notice to remove any Director so appointed and at any time and from time to time by like notice to appoint any other person to be a Director in the place of the Director so removed or in the place of any Director vacating office in any way and originally so appointed by them. Any Director so appointed shall be a "B" Director. Any notice given pursuant to this paragraph of this Article shall take effect immediately upon delivery to the registered office of the Company.
- 16.2 Every Director appointed pursuant to this Article shall hold office until he is either removed or dies or vacates office pursuant to Article 23 and (subject to the provisions of Section 303 of the Act) neither the Company in General Meeting nor the Directors shall have power to fill any such vacancy but the provisions of this Article may be relaxed or varied to any extent by agreement in writing between the holders of a majority of the "A" Ordinary Shares for the time being issued and the holders of a majority of the "B" Ordinary Shares for the time being issued.
- 16.3 Any Director appointed pursuant to this Article shall be at liberty from time to time to make such disclosures to the shareholder (and where such shareholder is a corporation to its holding company or any of the subsidiary companies of such holding company) appointing him as to the business and affairs of the Company as he shall in his absolute discretion determine.
- 16.4 Except in the manner provided by this Article and Article 17 below no person shall be appointed to fill any vacancy occurring in the office of Director and neither the Company in General Meeting nor the Directors shall have power to fill any such vacancy.
17. The holders of all the "A" shares and all the "B" shares may jointly from time to time by notice in writing signed by them and left at or sent by registered post to the registered office for the time being of the Company appoint full time employees of the Company as Directors and by like notice remove any Director so appointed and at any

time and from time to time by like notice appoint any other person to be a Director in place of the Director so removed or in the place of or in addition to any Director appointed under this Article.

18. A Director need not hold any shares of the Company to qualify him as a Director but he shall be entitled to receive notice of and attend at all General Meetings of the Company and at all separate General Meetings of the holders of any class of shares in the capital of the Company.
19. If any Director shall be called upon to perform extra services or to make special exertions for any of the purposes of the Company the Company may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by a resolution passed at a Board Meeting of the Directors of the Company, and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled as a Director.
20. The Directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property and uncalled capital and to issue debentures, debenture stock and other securities as security for any debt, liability or obligation of the Company or of any third party.
21. A Director entitled to vote may vote as a Director in regard to any contract or arrangement in which he is interested, or upon any matter arising thereout, and if he does 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 and Clause 94 in Table A shall be modified accordingly.
22. The Directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any Director who has held any other salaried office or place of profit with the Company or on his death to his widow or dependants and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.
23. The Office of Director shall be vacated if the Director:-
  - 23.1 becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - 23.2 becomes prohibited from being a Director by reason of any order made under Sections 296 to 299 of the Act; or
  - 23.3 in the opinion of all his co-Directors becomes incapable by reason of mental disorder of discharging his duties as Director; or
  - 23.4 resigns his office by notice in writing to the Company; or
  - 23.5 is removed from office under Articles 16 or 17.
- 24.1 Any Director may by writing under his hand appoint any other person to be his alternate and every such alternate shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) be entitled

to receive notices of all meetings of the Directors and, in the absence from the Board of the Director appointing him, to attend and vote at meetings of the Directors and to exercise all the powers, rights, duties and authorities of the Director appointing him. A Director may at any time revoke the appointment of an alternate appointed by him, and subject to such approval as aforesaid appoint another person in his place, and if a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine. An alternate Director shall not be counted in reckoning the maximum number of Directors allowed by the Articles of Association for the time being in the absence of his appointer. A Director acting as alternate shall have an additional vote at meetings of Directors for each Director for whom he acts as alternate but he shall count as only one for the purpose of determining whether a quorum be present.

- 24.2 Every person acting as an alternate Director shall be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. The remuneration of any such alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate and the Director appointing him.
25. The quorum necessary for the transaction of the business of the Directors shall be two, of whom one shall be an "A" Director and one a "B" Director. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors. If a quorum is not present within half an hour of the time fixed for the meeting the meeting shall stand adjourned until the same day in the next week at the same time and place when the Director or Directors then present shall form a quorum.
26. Any such resolution in writing as is referred to in Clause 93 of Table A may consist of several documents in the like form each signed or approved by letter telex or cable by one or more of the Directors for the time being entitled to vote at a meeting of the Directors and Clause 93 of Table A shall be modified accordingly.
27. The Directors may delegate any of their powers to committees upon which both the "A" Directors and "B" Directors shall be represented. Any committee so formed shall in the exercise of the powers so delegated conform to regulations that may be imposed by the Directors. Any such delegation may be made subject to any conditions the Directors may unanimously impose, either collaterally with or without exclusion of their own powers and which may be subsequently revoked or altered.
28. The meeting and proceedings of any committee of the Directors formed pursuant to Article 27 above shall be governed by the provisions of these presents regulating the meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any regulations made by the Directors pursuant to Article 27.
29. Any Director or alternate 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 persons participating in the meeting can hear each other and participation in the meeting in this manner shall be deemed to constitute presence in person at such meeting.

30. The Directors may from time to time appoint one or more of their body to hold any executive office in the management of the business of the Company including the office of Chief Executive or Managing or Joint Managing or Deputy or Assistant Managing Director as the Directors may decide for such fixed term or without limitation as to period and on such terms as they think fit and a Director appointed to any executive office shall (without prejudice to any claim for damages for breach of any Service Contract between him and the Company) if he ceases to hold the office of Director from any cause ipso facto and immediately cease to hold such executive office.
31. Questions arising at any meeting of Directors shall be determined by a majority of votes, whether such majority shall consist of a whole or a fraction of a vote. In the case of an equality of votes the Chairman of the Board of Directors shall not have a casting vote. Clause 88 of Table A shall be modified accordingly.
32. The following proviso shall be added to sub-clause (b) of Clause 110 of Table A: "provided that the resulting shares distributed to the holders of the "A" Ordinary Shares shall be "A" Ordinary Shares and those distributed to the holders of the "B" Ordinary Shares to be "B" Ordinary Shares and provided further that all new shares shall be issued in accordance with Article 5.

#### **CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS**

33. Any one of the directors or the secretary for the time being of any corporation which is a member of the Company, or any other person appointed by resolution of the directors or other governing body of such corporation, may (subject to the Articles of Association of that corporation) act as its representative at any meeting of the Company or any class of members of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.
34. Any one of the Directors or the Secretary for the time being of the Company or any other person appointed by resolution of the Directors or other governing body of the Company may act as its representative at any meeting of any corporation of which the Company is a member or of any class of members of such corporation and the person so authorised shall be entitled to exercise the same powers on behalf of the Company as the Company could exercise if it were an individual member of that corporation.

#### **INDEMNITY**

35. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the 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 judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company. No 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 execution of the duties of his office or in relation thereto. But this Article shall only have effect insofar as its provisions are not avoided by the Act.

#### **MATTERS REQUIRING APPROVAL OF THE SHAREHOLDERS**

36.1 Save with the consent in writing of all members of the Company, the Company shall not:-

- (a) make any change in its accounting reference date;
- (b) sell, transfer, lease, licence, assign, dispose of any material part of its business;
- (c) allot or issue or agree to allot or issue any shares or stock or any loan stock or grant or agree to grant options over or rights in any such shares, stock or securities or loan capital;
- (d) enter into any contract of employment with any person or make any change to the terms of engagement of any employee which would result in the Company's budget for employment costs for that period being exceeded by more than £25,000;
- (e) pay fees or emoluments to the Directors, as directors of the Company (or of its subsidiaries);
- (f) pass any ordinary, special or extraordinary resolution in general meeting;
- (g) give any guarantee or indemnity or assurance whatsoever;
- (h) create, issue or permit to exist any debenture, mortgage, charge or other encumbrance over any of its assets or increase the amount of any borrowings capable of being secured thereby;
- (i) acquire any share or loan capital of any body corporate or any interest therein or option thereover;
- (j) incur any borrowings or accept any credit or make any loan or extend any credit other than credit accepted or given the normal course of trading;
- (k) incur any capital expenditure in excess of £50,000;
- (l) make any tax elections or elections in respect of VAT;
- (m) institute any litigation, arbitration or other similar proceedings;
- (n) enter into any loan agreement or other financing agreement;
- (o) enter into any joint venture, partnership or profit sharing arrangement of any third party;

- (p) enter into any material contract or commitment or accept any obligation otherwise than in the ordinary and proper course of business on arm's length terms;
- (q) pay any dividend;
- (r) do or allow anything to be done whereby the Company would be wound up.
- (s) Alter, replace or disapply the whole of or any part of these articles, or transact any business or pass any resolution which anticipates or necessitates any alteration, replacement or disapplication of these articles.

36.2 The members of the Company shall be deemed to have given their consent for the purposes of clause 36.1 above subject to evidence to the contrary, if both "A" Directors (or one, when there is only one "A" Director in office) and any one "B" Director have approved any such matter in writing.

#### NAMES AND ADDRESSES OF SUBSCRIBERS

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Combined Nominees Limited  
16-26 Banner Street  
London EC1Y 8QE

Combined Secretarial Services Limited  
16-26 Banner Street  
London EC1Y 8QE

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DATED the 13th day of February 1995.

WITNESS to the above signatures:-

B R Millar  
Crwys House  
33 Crwys Road  
Cardiff CF2 4YF