

**THE COMPANIES ACT 1985**

**COMPANY LIMITED BY SHARES**

**LEO ELECTRON MICROSCOPY LIMITED**  
(the "Company")

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**WRITTEN RESOLUTION**

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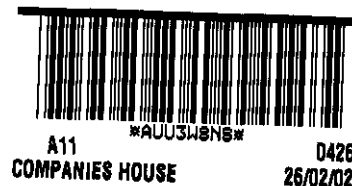
I the undersigned being the sole shareholder of the Company who (at the date hereof) would have been entitled to vote upon the resolutions set out below if they had been proposed at a general meeting at which I was present, hereby agree pursuant to regulation 53 of Table A (adopted by article 2 of the Company's Articles of Association) to the resolutions set out below which would otherwise be required to be passed as special resolutions.

**RESOLUTIONS**

**THAT** the new Articles of Association of the Company, a draft of which is attached to this resolution, be approved and adopted to replace the existing Articles of Association.

  
Signed by Dr. Dirk Stenkamp and Dr. Peter Czurratis  
on behalf of LEO Elektronenmikroskopie GmbH

17 DEC 2001



**MEMORANDUM OF ASSOCIATION**  
**OF**  
**LEO ELECTRON MICROSCOPY LIMITED<sup>1</sup>**

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**1. NAME**

The name of the company is "LEO Electron Microscopy Limited".

**2. TYPE OF COMPANY**

The company is to be a private company limited by shares.

**3. REGISTERED OFFICE**

The company's registered office is to be situated in England and Wales.

**4. OBJECTS**

The objects for which the company is established are:

- (a) To carry on business as a general commercial company and to carry on any trade or business whatsoever.
- (b) To acquire any estate or interest in and to take options over, construct, develop or exploit any property, real or personal, and rights of any kind and the whole or any part of the undertaking, assets and liabilities of any person and to act as a holding company.
- (c) To provide services of all descriptions.
- (d) To lend money and grant or provide credit and financial accommodation to any person and to deposit money with any person.
- (e) To invest money of the company in any investments and to hold, sell or otherwise deal with investments or currencies or other financial assets.
- (f) To enter into any arrangements with any government or authority or person and to obtain from any government or authority or person any legislation, orders, rights, privileges, franchises and concessions.
- (g) To borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation in any manner and in particular (without prejudice to the generality) by mortgages of or charges upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the company or by the creation and issue of securities.

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<sup>1</sup> The Company was incorporated under the name Trushelfco (No. 2099) Limited which changed by Special Resolution on 30<sup>th</sup> August 1995 to Leica SEM Limited which changed by Special Resolution on 29<sup>th</sup> September 1995 to LEO Electron Microscopy Limited.

- (h) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality) to guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the company or by both such methods or in any other manner, the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums, interest, dividends and other monies payable on or in respect of any securities or liabilities of, any person, including (without prejudice to the generality) any company which is for the time being a subsidiary or a holding company of the company or another subsidiary of a holding company of the company or otherwise associated with the company.
  - (i) To amalgamate or enter into partnership or any profit-sharing arrangement with, or to co-operate or participate in any way with, or to take over or assume any obligation of, or to assist or subsidise any person.
  - (j) To sell, exchange, mortgage, charge, let, grant licences, easements, options and other rights over, and in any other manner deal with, or dispose of, all of any part of the undertaking, property and assets (present and future) of the company for any consideration and in particular (without prejudice to the generality) for any securities or for a share of profit or a royalty or other periodical or deferred payment.
  - (k) To issue and allot securities of the company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the company or any services rendered to the company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose, and to give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of, any securities of the company or in or about the formation of the company or the conduct or course of its business.
  - (l) To establish or promote, or concur or participate in establishing or promoting, any company, fund or trust and to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund or trust and to act as director of and as secretary, manager, registrar or transfer agent for any other company and to act as trustee of any kind and to undertake and execute any trust and any trust business (including the business of acting as trustee under wills and settlements and as executor and administrator).
- To pay all the costs, charges and expenses preliminary or incidental to the promotion, formation, establishment and incorporation of the company, and to procure the registration or incorporation of the company in or under the laws of any place outside England.
- (m) To grant or procure the grant of donations, gratuities, pensions, annuities, allowances or other benefits, including benefits on death, to, or purchase and maintain any type of insurance for or for the benefit of, any directors, officers or employees or former directors, officers or employees of the company or any company which at any time is or was a subsidiary or a holding company of the company or another subsidiary of a holding company of the company or otherwise associated with the company or of any predecessor in business of any of them, and to the relations, connections or dependants of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the company or whom the board of directors of the company considers have any moral claim on the company or to their relations, connections or dependants, and to establish or support any funds, trusts, insurances or schemes or any associations, institutions, clubs or schools, or to do any other thing likely to benefit any such persons or otherwise to advance the interests of such persons or the company or its members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of such persons or

the company or its members or for any national, charitable, benevolent, educational, social, public, political, general or useful object.

- (n) To cease carrying on or to wind up any business or activity of the company, and to cancel any registration of and to wind up or procure the dissolution of the company in any state or territory.
- (o) To distribute any of the property of the company among its creditors and members or any class of either in cash, specie or kind.
- (p) To do all or any of the above things or matters in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- (q) To carry on any other activity and do anything of any nature which in the opinion of the board of directors of the company is or may be capable of being conveniently carried on or done in connection with the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the company's undertaking property or assets or otherwise to advance the interests of the company or of its members.
- (r) To do any other thing which in the opinion of the board of directors of the company is or may be incidental or conducive to the attainment of the above objects or any of them.

In this clause "**company**", except where used in reference to this company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, domiciled or resident in the United Kingdom or elsewhere, "**person**" shall include any company as well as any other legal or natural person, "**securities**" shall include any fully, partly or nil paid or no par value share, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, "**and**" and "**or**" shall be "**and/or**" where the context so permits, "**other**" and "**otherwise**" shall not be construed ejusdem generis where a wider construction is possible, and the objects specified in the different paragraphs of this clause shall not, except where the context expressly requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the company or the nature of any trade or business carried on by the company, or by the fact that at any time the company is not carrying on any trade or business but may be carried out in as full and ample a manner and shall be construed in as a wide a sense as if each of those paragraphs defined the objects of a separate distinct and independent company.

## 5. LIABILITY OF MEMBERS

The liability of the members is limited.

## 6. SHARE CAPITAL

The company's share capital is £2,700,000 divided into 2,700,000 ordinary shares of £1 each<sup>2</sup> and the company shall have the power from time to time to divide the original or any increased capital into classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

We, the subscribers of this memorandum of association, wish to be formed into a company pursuant to this memorandum; and we agree to take the number of shares shown opposite our respective names.

<sup>2</sup> The share capital of the Company was: (a) increased from 100 ordinary shares of £1 each to 100,000 'A' ordinary shares of £1 each, 100,000 'B' ordinary shares of £1 each and 2,500,000 cumulative redeemable preference shares of £1 each by a special resolution passed on 29<sup>th</sup> September 1995; and (b) re-designated from 100,000 'A' ordinary shares of £1 each, 100,000 'B' ordinary shares of £1 each and 2,500,000 cumulative redeemable preference shares of £1 each by special resolution passed on {18 Dec } 2001.

**Subscribers**

**Number of shares taken by each Subscriber**

Trucidator Nominees Limited  
35 Basinghall Street  
London EC2V 5DB

1

Trexco Limited  
35 Basinghall Street  
London EC2V 5DB

1

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**ARTICLES OF ASSOCIATION OF**

**- of -**

**LEO ELECTRON MICROSCOPY LIMITED**

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**Shearman & Sterling  
Broadgate West  
9 Appold Street  
London EC2A 2AP**

**Tel: 020 7655 5000  
Fax: 020 7655 5500**

**THE COMPANIES ACT 1985**

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**PRIVATE COMPANY LIMITED BY SHARES**

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**ARTICLES OF ASSOCIATION**

- of -

**LEO ELECTRON MICROSCOPY LIMITED**

(adopted by special resolution passed on [                      ] 2001)

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**1. INTERPRETATION**

**1.1** In these Articles of Association, any reference to:-

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

“Article” means the appropriate section of these Articles of Association;

“Regulation” means the appropriate regulation from Table A; and

“Table A” means Table A set out in the schedule to the Companies (Table A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) prior to the adoption of these Articles of Association. Save as otherwise specifically provided in these Articles of Association, words and expressions which have particular meanings in Table A shall have the same meanings in these Articles of Association.

**1.2** Headings in these Articles of Association are for convenience only and shall not affect construction.

**2. TABLE A**

The Regulations contained in Table A shall, except where they are excluded or modified by these Articles of Association, apply to the company and, together with these Articles of Association, shall constitute the Articles of Association of the company. No other regulations set out in any statute concerning companies, or in any statutory instrument or other subordinate legislation made under any statute, shall apply as the regulations or articles of the company.

**3. SHARE CAPITAL**

The authorised share capital of the company at the date of adoption of these Articles of Association is £2,700,000 divided into 2,700,000 ordinary shares of £1 each in the capital of the Company.

**4. ALLOTMENT OF SHARES**

- 4.1 All shares of the company shall be under the control of the directors who may (subject to section 80 of the Act and to these Articles of Association) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.
- 4.2 Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the company.

**5. SHARES**

- 5.1 The lien conferred by Regulation 8 shall attach also to fully paid-up shares, and the company shall also have a first and paramount lien on all shares, whether fully paid or not, registered in the name of any person indebted or under liability to the company, whether he is the sole registered holder or one of two or more joint holders, for all moneys presently payable by him or his estate to the company. Regulation 8 shall be modified accordingly.
- 5.2 The liability of any shareholder who has not paid a call shall be increased by the addition at the end of the first sentence of Regulation 18 of the words "and all expenses that may have been incurred by the company by reason of such non-payment".

**6. GENERAL MEETINGS AND RESOLUTIONS**

- 6.1 Every notice convening a general meeting shall comply with the provisions of section 372(3) of the Act as to giving information to shareholders in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any shareholder is entitled to receive shall be sent to the directors and to the auditors for the time being of the company.
- 6.2 No business shall be transacted at any general meeting unless a quorum is present. Subject to Article 6.3 two persons entitled to vote upon the business to be transacted, each being a shareholder or a proxy for a shareholder or a duly authorised representative of a corporation, shall be a quorum.
- 6.3 If and for so long as the company has only one shareholder, that shareholder present in person or by proxy or if that shareholder is a corporation by a duly authorised representative shall be a quorum.
- 6.4 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 such adjourned general meeting shall be dissolved.
- 6.5 Regulations 40 and 41 shall not apply to the company.

**7. WRITTEN RESOLUTIONS**

- 7.1 If and for so long as the company has only one shareholder and that shareholder takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the company in general meeting save that this paragraph shall not apply to resolutions passed pursuant to sections 303 and 391 of the Act.
- 7.2 Any decision taken by a sole shareholder pursuant to Article 7.1 shall be recorded in writing and delivered by that shareholder to the company for entry in the company's minute book.

**8. APPOINTMENT OF DIRECTORS**

8.1 Regulation 64 shall not apply to the company.

8.2 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution in general meeting of the company. 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. If and for so long as the minimum number of directors is one, a sole director shall have authority to exercise all the powers and discretions expressed by Table A and by these Articles of Association to be vested in the directors generally, and Regulation 89 shall be modified accordingly.

8.3 The directors shall not be required to retire by rotation and Regulations 73 to 80 (inclusive) shall not apply to the company.

8.4 No person shall be appointed a director at any general meeting unless either:-

(a) he is recommended by the directors; or

(b) not less than 14 nor more than 35 clear days before the date appointed for the general meeting, notice signed by a shareholder qualified to vote at the general meeting has been given to the company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed.

8.5 Subject to Article 8.4, the company may by ordinary resolution in general meeting appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.

8.6 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 8.2 as the maximum number of directors and for the time being in force.

**9. BORROWING POWERS**

The directors may exercise all the powers of the company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to section 80 of the Act to grant any mortgage, charge or other security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the company or of any third party.

**10. ALTERNATE DIRECTORS**

10.1 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, and the first sentence of Regulation 66 shall be modified accordingly.

10.2 A director, or any such other person as is mentioned in Regulation 65, 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.

**11. GRATUITIES AND PENSIONS**

Regulation 87 shall not apply to the company.

## **12. PROCEEDINGS OF DIRECTORS**

- 12.1 A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it 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 such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
- 12.2 Regulations 94 to 97 (inclusive) shall not apply to the company.
- 12.3 A director may, and the secretary at the request of the director shall, call a meeting of directors. Notice of a meeting shall be deemed to be properly given to a director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the company for this purpose, or by any other means authorised in writing by the director concerned. A director may waive notice of a meeting either prospectively or retrospectively.
- 12.4 All or any of the directors or any committee of a directors may participate in a meeting of directors or the relevant committee, as the case may be, by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or 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.

## **13. THE SEAL**

- 13.1 If the company has a seal it shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or second director. The obligation under Regulation 6 relating to the sealing of share certificates shall apply only if the company has a seal. Regulation 101 shall not apply to the company.
- 13.2 The company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

## **14. INDEMNITY**

- 14.1 Every director or other officer or auditor 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 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 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 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. This Article shall only have effect in so far as its provisions are not avoided by section 310 of the Act.
- 14.2 The directors shall have the power to purchase and maintain for any director, officer or auditor of the company insurance against any such liability as is referred to in section 310(1) of the Act.
- 14.3 Regulation 118 shall not apply to the company.