

No: 3347567

THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

INTERACT TRUSTEES LIMITED



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- 1.* The name of the Company is INTERACT TRUSTEES LIMITED.
 2. The Registered Office of the Company will be situate in England and Wales.
 - 3.** The Company's objects are:-
 - (a) to act as and to hold property as trustee, as trustee for sale or as nominee, bare trustee or custodian trustee and to undertake and discharge the office and duties of trustees of employees' trusts, profit-sharing schemes, employees' share schemes and similar funds and schemes for the benefit of some or all of the employees and directors of Solutions by Interact Limited (registered in England number 2338370) or any subsidiary or associated companies or associated bodies of Solutions by Interact Limited or any other company or body in which Solutions by Interact Limited is in any way interested or which carries on a business previously carried on by any such company;
 - (b) to undertake and discharge the office and duties of trustee under any other trust or trusts, or scheme or schemes, which may from time to time be established or formed whether in the United Kingdom or elsewhere for or in respect of any person or any group or class of persons;
 - (c) to accept and to undertake any office of trustee either gratuitously or otherwise and to accept and to undertake, either gratuitously or otherwise, in relation to any trust, fund or scheme (whether or not the Company is a trustee of such trust, fund or scheme) any office or function which can conveniently be carried

* The Company resolved to change its name from Pinco 916 Limited to "Interact Trustees Limited" by Written Resolution passed on 29 April 1997.

** Altered by Written Resolution passed on 29 April 1997.

on by the Company and in particular, but without prejudice to the generality hereof, to undertake any of the offices or functions of administrator or representative of the administrator whether for Inland Revenue purposes or otherwise, or paying agent or investment nominee or investment manager;

- (d) to exercise all the powers, authorities and discretions from time to time vested (whether by the deed or deeds constituting and regulating the trust or otherwise) in the trustee of any trust, fund or scheme of which the Company is a trustee or where by the terms of any trust, fund or scheme or by the terms of appointment of the Company as nominee, bare trustee or custodian trustee, the Company is required to act upon or have regard to the directions or wishes of any person or persons (either generally or in respect of any particular matter) the Company shall have power to do all such things as such person or persons could do acting in person in addition to the other powers conferred hereby;
- (e) to invest any trust funds in the name of the Company or of nominees in or upon any investments or securities authorised by the trusts and to apply such trust funds in any manner authorised by the trusts and for such purposes to make use of the services of investment advisers or managers, and out of the income of such investments or securities, or if such income shall be insufficient for the purpose, then out of the capital (if and so far as may be authorised or directed by the trusts) to raise, provide for and pay all such pensions, allowances, benefits, sick pay, and other payments under the trusts;
- (f) to do all such things in the execution of any trusts as may be authorised directly or indirectly by the deed or deeds or other instruments constituting or regulating the trusts or by law;
- (g) to purchase, take on lease, take in exchange, hire, apply for, register, take options over or otherwise acquire for the purpose of or in connection with any activity of the Company or by way of investment and to hold, protect, prolong, insure, alter, repair and renew immovable and movable property, assets, rights and privileges of all kinds including without limitation any estate, interest or right in land, buildings, goods and chattels, licences, goodwill, contracts, patents, trade marks, designs, copyright, intellectual property, secrets, know-how, rights, securities and investments of any nature;
- (h) to sell, lease, let on hire, exchange, improve, extend, preserve, manage, develop, mortgage, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any of the property, assets, rights, privileges, businesses and undertakings of the Company for such consideration as the Company may think fit and to construct, alter, demolish, remove or execute any buildings, constructions or works on any land;
- (i) to enter into any transaction and exercise any power connected with the carrying on, control, financing or management of the Company's operations

activities and assets and the sale, provision or exploitation of its services or experience and to raise or borrow money (whether or not immediately required) obtain credit or sources of finance of any kind, mortgage or charge all or part of its undertaking, uncalled capital (present or future), rights, property and assets, issue debentures or debenture or loan stock, obtain guarantees, make pledges, grant liens or enter into any other form of security;

- (j) to receive money on deposit or loan upon such terms as the Company may approve;
- (k) to lend money or give credit with or without security to and to undertake, secure or guarantee the obligations of any person, firm or company, (including without prejudice to the generality of the foregoing) Solutions by Interact Limited or any company which is the Company's holding company or a subsidiary of the Company's holding company or any subsidiary of the Company, or any company, firm or business in which the Company may be in any way interested;
- (l) to make, draw, accept, endorse, issue, discount, negotiate and otherwise deal with promissory notes, bills of exchange, cheques, letters of credit and other mercantile instruments and to procure and pay the costs, charges and expenses of the doing of any such things by any other person;
- (m) to invest and deal with any monies in or upon such investments or securities and in such manner as may from time to time be determined and to hold, transpose and deal with any investments or securities in any manner;
- (n) to engage such directors, staff, employees and advisers as may be required for the control or carrying on of the Company's operations and to fix and regulate the terms of employment of and relations with such persons and to remunerate them whether by salary, fees, bonuses, pensions, benefits or otherwise as may be deemed expedient and to provide or establish, manage and fund any trust, scheme, society, company or fund to provide benefits for or to the directors, employees and former directors and employees of the Company or any company which is the Company's holding company or a subsidiary of the Company's holding company or a subsidiary of the Company or any company, firm or business in which the Company may be in any way interested and their spouses and dependants including in particular any pension funds or schemes, life assurance, sick pay, accident benefit and permanent health insurance schemes, employees' share schemes, profit sharing schemes, employees' trusts, sports, educational or leisure facilities and training or retraining schemes and the provision of cover for directors' and officers' liability;
- (o) to apply for, promote, oppose or object to any legislation, regulation, order, charter, decree, licence, registration, right, privilege or concession of or from any authority (international, supranational, governmental, local, judicial or

otherwise) or of or from any public or private body or person as may seem calculated directly or indirectly to benefit the interests of the Company;

- (p) to support and contribute to in any manner any charity or charitable object or overseas body, organisation or purpose having the characteristics of a charity or any benevolent, public or social object or (so far as shall be calculated directly or indirectly to benefit the interests of the Company) any political party or cause;
- (q) to enter into contracts, transactions, arrangements and obligations of all kinds and to exercise all the powers of a company limited by shares under any of the Companies Acts of the United Kingdom and any other statute, law or regulation in any part of the world governing any of the operations or transactions of the Company;
- (r) to do all such other things as may be incidental or conducive to the attainment of the above objects or any of them and to enter into any transaction decided on by the directors for the time being of the Company;
- (s) to act as and to do all or any of the above things as principals, agents, trustees or otherwise and either alone or in conjunction or in partnership with others and either by or through agents, partners, subsidiary companies, sub-contractors, trustees or otherwise.

The objects set out in the above sub-clauses shall not be restrictively construed but the widest interpretation shall be given to them and they shall not, except where expressly required, be in any way limited or restricted by reference to or inference from any other such object or objects or from the order in which they appear or from the name of the Company but shall be separate and independent objects and the Company shall have power to carry on each such object as if it were the principal object of the Company.

- 4. The liability of the members is limited.
- 5. The Company's share capital is £1,000 divided into 1,000 shares of £1 each.