

Company no. 3765736

The Companies Act 1985



A PRIVATE COMPANY LIMITED BY SHARES

New
Articles of Association

of

Semiconductor Components Industries U.K. Limited

Adopted by Special Resolution dated 28 February, 2000

Regulations of the Company

1. The articles comprise these Articles and save insofar as it is modified by these Articles, Table A (which expression means that Table as prescribed by regulations made pursuant to the Companies Act 1985 (the "Act") and in force on the date of incorporation of the Company).
2. Regulations 8, 24, 53, 54, 60-62 (inclusive), 65-69 (inclusive), 73-78 (inclusive), 87, 90, 93, 100 and 118 in Table A do not apply to the Company.

Share capital

3. The share capital of the Company is £5,000,000 divided into 5,000,000 shares of £1 each, ranking pari passu in all respects.

Power to allot shares

4. (a) The directors shall be generally and unconditionally authorised pursuant to and in accordance with section 80 of the Act to exercise all the powers of the Company to allot relevant securities (as such term is defined in section 80(2) of the Act) at such times and generally on such terms and conditions as they think proper but subject to any direction to the contrary given by the Company in general meeting and to the terms on which shares are created and issued provided that no shares shall be issued at a discount contrary to the Act.
- (b) The directors may not in the existence of the authority conferred on them by this paragraph allot relevant securities if:
- (i) the amount of such allotment, added to the amount of relevant securities previously allotted pursuant to such authority, would exceed £4,999,000; or
 - (ii) a period of five years has elapsed from the date of incorporation and the allotment is not made pursuant to an offer or agreement made by the Company during such period.
- (c) The authority of the directors conferred on them by paragraph (1) of this Article to allot relevant securities may be varied revoked or renewed by Ordinary Resolution of the Company in accordance with the provisions of the Act.

Variation of rights

5. The rights attached to any existing shares shall not (unless otherwise expressly provided by the terms of issue of such shares) be deemed to be varied by the creation or issue of further shares ranking pari passu therewith or subsequent thereto.

Share certificates

6. In Regulation 6 in Table A there shall be inserted after the word "seal" the following words, namely: "or the official seal of the Company if the Company has a seal, or otherwise executed in such manner as may be permitted by the Act".

Lien

7. The Company shall have a first and paramount lien on all the shares registered in the name of any member (whether solely or jointly with others) for all moneys due to the Company from him or his estate, whether solely or jointly with any person (whether a member or not) and whether such moneys are presently payable or not. The Company's lien on a share shall extend to all dividends or other moneys payable thereon or in respect thereof. The directors may at any time resolve that any share shall be exempt, wholly or partly, from the provisions of this Article.

Calls on shares

8. The directors may accept from any member the whole or any part of the amount remaining unpaid on any share held by him notwithstanding that no part of that amount has been called up.

Transfer of shares

9. The directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of shares, whether or not it is a fully paid share.

Transmission of shares

10. There shall be inserted at the end of Regulation 31 in Table A the following proviso, namely: "provided always that the directors may at any time give notice requiring any such person to elect either to become or to have another person registered as the holder of the share and if the requirements of the notice are not complied with within 90 days the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with".

Proceedings at general meetings

11. In paragraph (b) of Regulation 38 in Table A there shall be inserted after the words: "giving that right", the following words, namely: "(or such lesser percentage as may be permitted by the Act and agreed by the members)".
12. In Regulation 40 in Table A the following words shall be added to the end of the second sentence, namely: "except where the Company is a private company limited by shares or by guarantee and having one member, in which case the quorum shall be one person, being the member or a proxy for the member or a duly authorised representative of a corporation".
13. In Regulation 41 in Table A there shall be inserted after the words "the directors may determine" the following words, namely: "and if at the adjourned meeting such a quorum

is not present within half an hour from the time appointed for the meeting, one member present in person or by proxy or (being a corporation) by its duly authorised representative shall be a quorum”.

14. A poll may be demanded by any member present in person or by proxy or (being a corporation) by its duly authorised representative. Regulation 46 in Table A shall be construed accordingly.

15. A resolution in writing of all the members who would have been entitled to vote upon it if it had been proposed at a general meeting at which they were present shall be as effectual as if it had been passed at a general meeting duly convened and held either:

(a) if it consists of an instrument executed by or on behalf of each such member; or

(b) if it consists of several instruments in the like form each either:

(i) executed by or on behalf of one or more of such members; or

(ii) sent by or on behalf of one or more of such members by telex or facsimile transmission and deposited or received at the office or received by the secretary.

Votes of members

16. Subject to any rights or restrictions as to voting attached to any shares by the terms on which they were issued or by or in accordance with the Articles or otherwise, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by its duly authorised representative not being himself a member entitled to vote, shall have one vote, and on a poll every member who is present in person

or by proxy or (being a corporation) is present by its duly authorised representative shall have one vote for every share of which he is the holder.

17. The instrument appointing a proxy shall be in writing in any usual or common form and shall (except in the case of an appointment by telex or a facsimile transmission of an appointment otherwise complying with the requirements of this Article) be executed by the appoint or his attorney duly authorised in writing or in such other form as the directors may approve. A proxy need not be a member of the Company.
18. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is executed, or a notarially certified copy of such power or authority, shall be deposited or received at the office (or at such other place in the United Kingdom as is specified for that purpose in any instrument of proxy sent by the Company in relation to the meeting) not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or handed to the chairman of the meeting or adjourned meeting, during such meeting or adjourned meeting and, in default, the instrument of proxy shall be invalid.

Alternate directors

19. (a) A director may by written notice signed by him (except in the case of an appointment by telex or a facsimile transmission of an appointment otherwise complying with the requirements of this Article) and deposited or received at the office or received by the secretary or in such other manner as the directors may approve appoint another director or any other person to be and act as his alternate director.

- (b) Every alternate director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be given to him) be entitled to notice of meetings of the directors or of committees of directors, and to attend and vote as a director at any such meeting at which the director appointing him is entitled to attend and vote but is not personally present and generally at such meeting to exercise all the powers, rights duties and authorities of the director appointing him. Every alternate director shall also be entitled to sign or, in the case of a telex or facsimile transmission, send on behalf of the director appointing him a resolution in writing of the directors pursuant to Article 28.
- (c) An alternate director shall neither be an officer of the Company nor entitled to any remuneration from the Company for acting as an alternate director.
- (d) A director may by written notice signed by him or sent by him by telex or facsimile transmission and deposited or received at the office or received by the secretary or in such other manner as the directors may approve at any time revoke the appointment of an alternate director appointed by him.
- (e) If a director shall cease to hold the office of director for any reason, the appointment of his alternate director shall thereupon automatically cease.

Delegation of directors' powers

- 20. The following words shall be added at the end of the first sentence of Regulation 72 in Table A, namely: "and may also appoint to any such committee persons who are not directors provided that the chairman and a majority of such committee shall be directors".

Retirement, appointment and removal of directors

21. (a) In Regulation 79 in Table A, the second and third sentences shall be deleted.
- (b) A member or members holding a majority in nominal value of the issued shares for the time being conferring the right to vote at general meetings of the Company shall have power from time to time and at any time to appoint any person or persons as a director or directors and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument which shall be in writing and shall (except in the case of an appointment or removal by telex or a facsimile copy of an appointment or removal otherwise complying with the requirements of this Article) be executed by the member or members making the same or by their duly authorised attorneys or in such other manner as the directors may approve, and shall take effect upon such appointment or removal being deposited or received at the office or otherwise communicated to the Company at the office or being handed or otherwise communicated to the chairman of a meeting of the directors at which a quorum is present.
- (c) Without prejudice to paragraphs (1) and (2) of this Article the Company may by ordinary resolution appoint any person to be a director either to fill a vacancy or as an additional director.

Disqualification and removal of directors

22. In Regulation 81 in Table A:
- (a) there shall be inserted after the word "company" in paragraph (d) the following words, namely: " , provided that such action shall be without prejudice to the

terms of and to any rights of the Company under any contract between the director and the Company”; and

- (b) paragraph (e) shall be deleted.

Remuneration of directors

23. The following sentence shall be added at the end of Regulation 82 in Table A, namely:

“Any director who serves on any committee, or who devotes special attention to the business of the Company, or who otherwise performs services which in the opinion of the directors are in addition to or outside the scope of the ordinary duties of a director (which services shall include, without limitation, visiting or residing abroad in connection with the Company’s affairs), may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the directors may determine”.

Directors’ appointments and interests

24. In Regulation 84 in Table A there shall be substituted for the words “shall not be subject to retirement by rotation” the following words, namely: “shall be subject to the same provisions as to resignation and removal as other directors of the Company”.

Directors’ and employees’ gratuities and pensions

25. The directors may:

- (a) establish and maintain, or procure the establishment and maintenance of, any share option or share incentive or profit-sharing schemes or trusts or any non-contributory or contributory pension or superannuation schemes or funds for the benefit of, and may make or give or procure the making or giving of loans, donations, gratuities, pensions, allowances or emoluments (whether in money or

money's-worth) to, or to trustees on behalf of, 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, or who are or were at any time directors or officers of the Company or of any such other company as aforesaid, and to the wives, husbands, widows, widowers, families and dependants of any such persons;

- (b) establish and subsidise or subscribe to any institutions, associations, clubs or 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, or of any such persons as aforesaid;
- (c) make payments for or towards policies of assurance on the lives of any such persons and policies of insurance for the benefit of or in respect of any such persons as aforesaid;
- (d) pay, subscribe or guarantee money to or for any charitable or benevolent objects, or for any exhibition, or for any political, public, general or useful object; and
- (e) do any of the above things either alone or in conjunction with any such other company as aforesaid.

Subject always, if the Act shall so require, to particulars with respect to the proposed payment being disclosed to the members of the Company and to the payment being approved by the Company, any director shall be entitled to participate in and retain for his own benefit any such loan, donation, gratuity, pension, allowance or emolument.

Proceedings of directors

26. In Regulation 88 in Table A the third sentence shall be omitted.
27. The following sentence shall be substituted for the final sentence of Regulation 89 in Table A, namely: "For the purpose of determining whether a quorum exists for the transaction of the business of the board of directors:
- (a) in the case of a resolution of directors, who would (if attending a meeting) comprise a quorum, who are in telephonic communication with one another, any such resolution shall be as valid and effectual as if passed at a meeting of the board of directors duly convened and held;
 - (b) in the case of a meeting of the board of directors, in addition to the directors present at the meeting, any director in telephonic communication with such meeting shall be counted in the quorum and entitled to vote; and
 - (c) any person attending a meeting of the board, or in telephonic communication with such a meeting, who is both a director and is acting as an alternate director for one or more of the directors shall, for the purposes of the quorum, be counted as one for each such person for whom he is acting as an alternate director and, if applicable, also be counted as a director, but not less than two individuals shall constitute a quorum".

28. A resolution in writing of all the directors or all the members of a committee of directors shall be as effectual as if it has been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held either:
- (a) if it consists of an instrument executed by or on behalf of each such director or committee member; or
 - (b) if it consists of several instruments in the like form each either:
 - (i) executed by or on behalf of one or more of such directors or committee members; or
 - (ii) sent by or on behalf of one or more of such directors or committee members by telex or facsimile transmission and deposited or received at the office or received by the secretary.
29. Subject to any requisite declaration of interest in accordance with the provisions of the Act and (if applicable) Regulation 85 in Table A having been made by him a director may vote as a director in regard to any transaction or arrangement in which he is interested, or upon any matter arising therefrom and Regulation 94 in Table A shall be construed subject to this provision.
30. In Regulation 97 in Table A:
- (a) there shall be inserted after the words “the appointment” the following words, namely: “or the terms of appointment”; and

- (b) the following words shall be deleted, namely: “and be counted in the quorum” and there shall be inserted after the words “his own appointment” the following words, namely: “and shall be counted in the quorum in respect of each resolution including that concerning his own appointment, and Regulation 95 shall be construed subject to this provision.”

Minutes

- 31. The directors shall cause minutes to be made in books kept for the purpose:
 - (a) of all appointments of officers and alternate directors made by the directors; and
 - (b) of all proceedings at meetings of the Company, of the holders of any class of shares in the Company, of the directors, and of committees of directors, including the names of the persons present at each such meeting.

The Seal

- 32. In Regulation 101 of the Table, there shall be substituted for the first sentence the following sentence, namely: “The Company need not have a seal but if the Company does have a seal, the seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors or by such person or persons on such occasions and in such circumstances as are specifically authorised by a resolution of the Board of Directors for the time being of the Company who shall have the authority to amend, suspend or withdraw such authority as they think”.

33. The Company is authorised pursuant to Section 39 of the Act for so long as its objects require or comprise the transaction of business in foreign countries to have an official seal for use in any territory, district, or place elsewhere than in the United Kingdom.

Notices

34. In Regulation 112 of Table A, the final sentence shall be deleted and the following words shall be inserted at the end of the first sentence, namely: "or by sending it by telex or facsimile transmission to such telex or facsimile number as the member shall have given to the Company for the purpose".
35. In Regulation 115 of Table A, there shall be inserted:
- (a) after the words: "prepaid and posted", the following words, namely: "or that a notice was properly sent by telex or facsimile transmission"; and
 - (b) after the words: "was posted" the following words, namely "or after the time at which it was sent by telex or facsimile transmission".

Indemnity

36. (a) Subject to the provisions of the Act, every director, other officer or auditor of the Company or person acting as an alternate director shall be entitled to be indemnified out of the assets of the Company against all costs, charges, expenses, losses or liabilities which he may sustain or incur in or about the execution of his duties to the Company or otherwise in relation thereto.
- (b) Without prejudice to paragraph (1) of this Article, the Directors shall have power to purchase and maintain insurance for or for the benefit of any persons who are

or were at any time directors, officers or employees or auditors of, any Relevant Company (as defined below) or who are or were at any time trustees of any pension fund or employees' share scheme in which any employees of any Relevant Company are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to any Relevant Company, or any to such pension fund or employees' share scheme.

- (c) For the purposes of paragraph (2) of this Article, "Relevant Company" shall mean the Company, any holding company of the Company or any other body, whether or not incorporated, in which the Company or such holding company or any of the predecessors of the Company or of such holding company has or had any interest whether direct or indirect or which is in anyway associated with the Company, or any subsidiary undertaking of the Company or of such other body.

NAME AND ADDRESS OF SUBSCRIBERS

Name and Address of Subscriber

Instant Companies Limited

1 Mitchell Lane

Bristol BS1 6BU

WITNESS to the above signature:

Swift Incorporations Limited

1 Mitchell Lane

Bristol BS1 6BU

Dated: 27 April 1999

Witness to the above signatures:

Glenys Copeland

1 Mitchell Lane

Bristol BS1 6BU