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# The Companies Acts 1985 to 2006

## Private Company Limited by Shares

### Memorandum of Association

of

## Alde International (UK) Limited



- 1 The Company's name is Alde International (UK) Limited
- 2 The Company's registered office is to be situated in England and Wales.
- 3.1 The Company's object is to carry on business as a general commercial company and in furtherance thereof but without prejudice to the generality and powers conferred by section 3A of the Companies Act 1985 the Company shall have the following powers.
- 3.2 To do anything whatsoever which may be considered expedient to enhance the value of or render profitable any of the property, rights, business or activities of the Company for the time being or activities of the Company for the time being or to facilitate the attainment of any object or power of the Company herein stated or the business of the Company generally or in any respect.
- 3.3 To acquire by any means and in any manner whatsoever any property or asset of any kind whatever and any rights, options, privileges and interests of any kind in or over any form of property or asset.
- 3.4 To subscribe for, take, underwrite, place, purchase or acquire by any means whatsoever and to hold, sell, deal with and dispose of in any manner any shares, whether fully or partly paid, stock, debentures, debenture stock, bonds, obligations or other securities in or of any other body corporate, undertaking, government or authority whatsoever in any part of the world, and to cause any of the same to be vested in or held by nominees or a nominee for and on behalf of the Company and, subject always to the legal restrictions and requirements for the time being applicable, to purchase any shares or other securities of the Company.
- 3.5 To purchase or acquire by exchange or otherwise and to undertake all or any part of the goodwill, business, undertaking, property, assets and liabilities of any person, firm or company and to conduct and to develop or wind up and liquidate such business and to purchase and take steps for the acquisition of existing and new licences in connection with any such business or to acquire an interest in, or enter into partnership or into any arrangement for sharing profits or for cooperation or mutual assistance with any such person, firm or company or for subsidising or otherwise assisting any such person, firm or company and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

- 3.6 To apply for, register, renew, purchase or otherwise acquire and protect any designs, secret processes, patents, patent rights, design protection, brevets d'invention, licences, concessions, trade marks, service marks and the like, conferring any exclusive or non-exclusive or limited right to use or any secret or other information as to any invention or secret process which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to exercise, develop, disclaim, alter, modify, use and to manufacture under or grant licences or privileges in respect of or otherwise turn to account of the property, rights or information so acquired and to expend money in experimenting upon, testing and improving or seeking to improve any patents, inventions, secret processes or rights which the Company may acquire or propose to acquire.
- 3.7 To purchase, take in exchange or on lease, rent or hire, occupy or otherwise acquire, whether for investment or resale, any lands, manufactories, warehouses, mills, depots, shops, offices, dwellings and other buildings and premises, machinery, plant and stock-in-trade, mines, mineral rights, privileges, easements, licences or other rights or interests in or with respect to any land, buildings and premises or otherwise for the purposes of the Company and as to any purchase of land or buildings either in consideration of a gross sum or of a rent charge or partly in one way and partly in the other, or for any other consideration, and to grant and create in perpetuity or for a term of years only, rent charges or ground rents out of any part of the Company's real or leasehold property and to sell any property in consideration wholly or partly of a rent charge or ground rent and to sell, mortgage, redeem or otherwise deal with any such rents.
- 3.8 To improve, manage, repair, renew, construct, develop, assemble, exchange, let on lease, hire out, mortgage, sell, charge, dispose of, turn to account, grant licences, concessions, options, interest, rights and privileges over or in respect of an otherwise deal with the whole or any part or parts of the property assets, rights and undertaking of the Company, and in the case of any land at any time held by the Company without limitation to the foregoing to develop the same in particular by selling, leasing or otherwise disposing of the same by laying out and preparing the same for building purposes and by pulling down buildings and to drain, pave and build upon or otherwise extend or improve all or any part of the same.
- 3.9 To sell, exchange, lease, surrender, accept surrenders of leases and mortgage, charge, dispose of, turn to account or otherwise deal with or grant rights over or in respect of, for any purpose whatsoever, all or any part of the property and rights of the Company and for any consideration of any kind or for no consideration if such be expedient.
- 3.10 To promote any company or companies for any purpose which is or includes the acquisition by purchase, exchange or otherwise, of all or any of the undertaking, property and liabilities of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit the Company or to enhance the value of any property, and to subscribe for, place, underwrite, or otherwise acquire or procure the issue of any securities of any such company.
- 3.11 To manage, finance, control, co-ordinate and assist in any way, whether alone or jointly with any other or others, any body corporate in which the Company has any direct or indirect interest and to provide to any such body corporate services and facilities of any kind whatsoever and make such arrangements with or in respect of such body corporate, its business and activities as may seem expedient.

- 3.12 To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture, reciprocal concession or otherwise with any person or company carrying on or engaged in any business or transaction which the Company is authorised to carry on or engage in or in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company and to lend money to, guarantee the contracts of or otherwise assist or subsidise any such person or company, and to take or otherwise acquire shares and securities of any such company and to sell, hold, re-issue, with or without guarantee or otherwise deal with the same to give any person or company special rights and privileges in connection with or control over the Company and in particular the right to nominate one or more directors of the Company.
- 3.13 To amalgamate with any other company having any object altogether or in part similar to that of the Company.
- 3.14 To sell or otherwise dispose of the undertaking, assets and property of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, partly or fully paid-up, debentures, debenture stock, bonds or securities of any other company having objects altogether or in part similar to the object of the Company.
- 3.15 To deal with the monies of the Company not immediately required in such manner as may from time to time be determined, and so that the Company shall have without any limitation all the powers of investment and otherwise which it would have were it a natural person absolutely entitled to the same.
- 3.16 To lend money, grant credit and provide other financial assistance, with or without security and to such company, firm or persons and on such terms as may seem expedient, and to guarantee and otherwise secure, whether by personal covenant or by mortgage charge, indemnity or otherwise in any manner whatsoever, whether or not for consideration, the payment of money and the performance of contracts and obligations of any other person or persons whatsoever on whatever terms may be considered expedient and whether or not there is any immediately apparent benefit to the Company in so doing.
- 3.17 To render services, assistance and support of any kind to any person or body of persons on any terms and for any or no consideration and otherwise in all respects as may seem expedient.
- 3.18 To deal in foreign currencies in any manner and for any purpose whatsoever.
- 3.19 To borrow, receive, take on deposit or otherwise raise any money, or obtain any other form of financial assistance, for any purpose, in any manner and upon any terms.
- 3.20 To secure the payment of money and the performance of any obligation or liability whatsoever which the Company may undertake or which may become binding upon it, whether on its own account or that of another, in such manner as may be thought fit whether by mortgage, charge, standard security, lien, debenture, debenture stock, perpetual or otherwise charged upon any of the Company's property, both present and future, including its uncalled capital and to purchase, redeem, exchange, vary, extend or pay off and from time to time re-issue any such securities.

- 3.21 Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act, if and so far as such provisions shall be applicable, to give, whether directly or indirectly, any kind of financial assistance, as defined in Section 152(1) (a) of the Act, for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.
- 3.22 To issue for such purpose and on such terms as may be thought fit any shares, debentures, loan stock and other securities of any kind whatsoever whether perpetual, redeemable, convertible or otherwise ad carrying any rights and provisions thought appropriate.
- 3.23 To give to any officers or employees of the Company, or any subsidiary, holding or associate company of the Company, any share or interest in the profits of the Company's business or any branch thereof, whether through acquisition of any securities of the Company, by profit sharing schemes or otherwise howsoever, and for that purpose to enter into any arrangements the Company may think fit and to enter into any arrangements or agreement for sharing profits with all or any such officers and employees or granting to them commissions, privileges or other concessions and to grant pensions, annuities, gratuities, superannuation and other allowances, including allowances on death, to 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 with any of them and to the relations, connections or dependants of any such person, and to other persons whose service or services have directly or indirectly been of benefit to the Company, or any such holding company or subsidiary, or who the Company considers have any moral claim on the Company or to their relations, connections or dependants, and to establish or support and subscribe to any charitable or public object, any associations, institutions, clubs, schools, building and housing schemes, funds and trusts, and provide facilities, advantages and services, and to make payment towards and establish and operate insurances, trusts, funds or other arrangements likely to benefit any such persons or otherwise advance the interest of the Company or of its Members, to make arrangements for and payments towards insurance including insurance for any director, officer or auditor against any liability in respect of any negligence, default, breach of duty or breach of trust (so far as permitted by law), and to subscribe, guarantee, lend or pay money for any purpose likely, directly or indirectly, to further the interests of the Company or of its Members.
- 3.24 To remunerate in any manner whatsoever which may seem expedient any person, firm or company for services rendered or to be rendered to the Company.
- 3.25 To give, lend, provide or otherwise make available any money, assets, facilities, services or assistance of any kind whatsoever to or for any national, charitable, benevolent, educational, social, public, general or useful object, and to make or join in any arrangements or scheme whatsoever for or in connection with or wholly or partly for the benefit of any such object.
- 3.26 To draw, make, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.

- 3.27 To pay, directly or indirectly, all or any expenses incurred in connection with the formation, promotion or incorporation of the Company or of any other company or of or incidental to the winding-up of any company the whole or part of the property whereof is acquired by the Company, or in which the Company may be interested, or to contract with any person, firm or company to pay the same and to pay commissions, brokerages, fees and other payments for the underwriting, placing, selling or guaranteeing the subscription of any shares or other securities of the Company.
- 3.28 To distribute among the Members or any class or classes of the Members or any individual Member of the Company in specie any property of the Company, but so that no distribution amounting to a reduction of capital be made, except with the sanction, if any, for the time being required by law.
- 3.29 To act as agents, brokers, trustees, factors and intermediaries and render any services or assistance and undertake any activity to or on behalf of any other person and to undertake and perform sub-contracts.
- 3.30 To undertake and execute any trusts. The undertaking whereof may seem desirable and either gratuitously or otherwise.
- 3.31 To adopt such means of making known the Company its business or products or securing goodwill as may seem expedient and in particular by advertising in the press, by circulars, by purchase or exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations and to provide sponsorship, subsidies and assistance of any kind whether cultural, educational, artistic, technical, financial or otherwise howsoever.
- 3.32 To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise that may seem conducive to the Company's object or powers or any of them and to apply for, promote or obtain any Act of Parliament, charter, decree, order, licence, permit, privilege, certification, registration, franchise, rights, concessions or other authorisation of any kind to assist or enable the Company to carry its object or powers into effect or to effect any modification of the Company's constitution or for any other purpose which may seem expedient and to carry out, exercise and comply with any of the same and to oppose any proceedings or applications which may seem directly or indirectly to prejudice the Company's interests.
- 3.33 To procure the Company to be registered or recognised or be granted any form of public authorisation in any part of the world.
- 3.34 Generally to do anything which a natural person might do.
- 3.35 To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees or in any other capacity whatsoever and by or through trustees, attorneys, agents, sub-contractors, or otherwise and either alone or in conjunction with others.
- 3.36 To do all such things as may be thought incidental or conducive to the attainment of the object or of any of the powers given to the Company by the Act or by this memorandum.

And it is hereby declared that the word 'company' in this clause shall include any partnership or other body of persons whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere, the word 'person' shall include any legal entity as well as any natural person and the word 'Act' shall mean the Companies Act 1985 as amended, repealed or re-enacted from time to time.

The object of the Company and any power set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or power set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses, the Company's object or any power specified therein or thereby conferred shall be deemed subsidiary or ancillary to the object or to any power mentioned in any other sub-clause, but the Company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the object or powers conferred by and provided in any one or more of the said sub-clauses.

4 The liability of the Members is limited.

5 By ordinary resolution passed on 1 July 2009, the companies authorised share capital was increased from £1,000 to £50,000 by creation of 49,000 further Ordinary shares of £1 each. The company's share capital is £50,000 divided into 50,000 shares of £1 each.

**WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.**

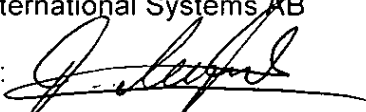
**Name and address of subscriber**

**Number of shares taken by subscriber**

Alde International Systems AB

Twenty thousand

Signed:



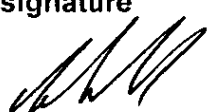
Name: TOMAS HAGLUND

for and on behalf of Alde International Systems AB

Dated: 1 July 2009

**Witness to above signature**

Signature:



Name: Hawsons Chartered Accountants

Dated:

1/7/09

Occupation: Accountant