

No SC101959

The Companies Acts 1985 to 2006

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

(reprinted following increase of share capital on 27 March 2008)

of

ROSYTH ROYAL DOCKYARD LIMITED

Incorporated on 20 November 1986



THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

of

ROSYTH ROYAL DOCKYARD LIMITED

- 1 The name of the Company shall be ROSYTH ROYAL DOCKYARD LIMITED
- 2 The Company is to be a private company
- 3 The registered office of the Company will be situate in Scotland
4. The objects for which the Company is established are

(A) To carry on all and any of the trades or businesses of modernising, refitting, repairing, overhauling and maintaining ships or vessels or aircraft of any description and to carry on any trade, business or activity of any kind which may in the opinion of the Directors be necessary or desirable in connection with any of the foregoing

(B) To manufacture, produce, build, construct, design, supply, sell, repair, overhaul, maintain, exchange and deal in apparatus, appliances and equipment of every description which are capable of being used on or in relation to or in support of the matters referred to in sub clause (A) above or which are capable of being used either on or directly or indirectly in relation to ships or vessels or aircraft of any description including the building, construction, design, supply, sale, repair, overhaul and maintaining of such ships or vessels or aircraft

(C) To carry on any activity, trade or business of whatever kind at the request of or in support of HM Government or any department or establishment of HM Government or

RRD Memorandum

of the Ministry of Defence or any establishment of the Ministry of Defence

(D) To carry out research, investigation, development and experimental work and testing and analysis of every description in relation to any of the above mentioned objects and in connection with the foregoing, to establish and maintain research stations, laboratories, ranges, testing facilities and establishments and generally to act as researchers and developers

(E) To carry on all and any of the trades or businesses of naval, hydraulic, electrical, mechanical, electronic, micro electronic, computer, civil, building, structural, consulting and chemical engineers and to manufacture, produce, build, refurbish, repair, construct, design, supply, sell, repair and deal in power, electronic, telegraphic, telephonic, computing, control, measurement, test, radar, communications, navigational, industrial, naval, nuclear, steam, diesel, gas turbine, business, electrical, electronic, micro-electronic, micro processing, mechanical, metallurgical, biological, domestic, chemical, weapon and scientific apparatus, appliances and equipment of every description and all kinds of components, accessories and sub assemblies therefor.

(F) To carry on all and any of the trades or businesses of shipwrights, welders, caulkers, riveters, burners, drillers, painters, masons, joiners, sailmakers, slingers, scaffolders, cleaners, coppersmiths, plumbers, sheet metal workers, boat builders, finishers, mast makers, upholsterers, carpenters, model makers, pattern makers, polishers, foundrymen, sawmillers, fitters, turners or boilermakers in any field in which the Company may be engaged and to support and maintain mechanical factories, pipe, boiler and plate shops, smitheries, joiners shops, boat houses, sawmills, mast houses, upholstery, novel or composite materials and paint shops, sail and colour lofts, foundries, internal combustion engine, turbine, refrigeration, domestic and auxiliary repair shops, lagging, weapon, radio and electrical shops, drydocks and slips

(G) To design, build, construct, erect, install, equip, improve, develop, administer, manage, maintain, alter, enlarge, service, repair and replace any buildings, works, plant, machinery, factories, wharves, jetties, roads, warehouses, depots, offices, laboratories and other buildings, structures and facilities of all kinds which in the opinion of the Directors are necessary or convenient for the purposes of the Company's business or which are likely to be required by the customers of the Company or for sale, letting on hire to or in return for any consideration from any person and to contribute to or assist in or carry out any part of such operation.

(H) To design, develop, vend, grant licences in respect of or otherwise turn to account computer software, computer data, computer systems and data storage and retrieval systems of every description

(I) To carry out any management, planning, scheduling, costing, estimating, negotiating, budgeting, overseeing, programming, staffing, recruiting, supervising, coordinating, specifying and validating or other business or administrative function which may

in the opinion of the Directors be necessary or desirable in connection with any of the trades or businesses or other activities referred to in any of the foregoing sub clauses

(J) To employ and remunerate persons, apprentices or trainees and to provide the services of its employees, apprentices or trainees to other persons, as well as receiving services from individuals attached or loaned or seconded to the Company from the Ministry of Defence or any other department or establishment of HM Government or any other person and to remunerate the same in respect of rendering services to the Company where appropriate

(K) To buy, sell, hire, design, manufacture, exchange, let on hire, lease, import, export, repair, alter and otherwise deal in apparatus, plant, machinery, fittings, furnishings, tools, materials, products, substances, appliances, apparatus and things of all kinds capable of being used for the purposes of the above mentioned businesses or any of them or likely to be required by the customers of the Company.

(L) To coordinate the administration of such companies as shall for the time being be subsidiary companies or under the control of the Company.

(M) To acquire and assume, for any estate or interest and to take options over and to construct, develop or exploit, any property, heritable or moveable, real or personal, and rights or privileges of any kind and the whole or any part of the undertaking, assets and liabilities of any person and to act and carry on business as a holding company

(N) To manufacture, process, import, export, transport, distribute and deal in and store any products, goods and other things and to carry on the business of manufacturers, processors, importers, exporters, transporters, distributors and storers of and dealers in any products, goods and other things

(O) To carry on any business or activity involving the ownership, use or possession of land or other immovable property or buildings or structures thereon and to build, construct, erect, install, enlarge, alter, maintain, pull down, remove or replace any buildings, works, plant and machinery and to carry on business as builders, contractors and engineers

(P) To provide services of all descriptions and to carry on business as advisers, consultants, managers, brokers and agents of any kind.

(Q) To advertise, market and sell the services and products of the Company and of any other person and to design, write, print and publish sales and marketing information, literature and material of every description whether in relation to the services and products of the Company or of any other person and to carry on the business of advertisers or advertising agents or of a marketing and selling organisation or of a printing or publishing organisation or of a supplier, wholesaler, retailer, merchant or dealer of any kind

(R) To provide technical, cultural, artistic, educational, entertainment or business

material, facilities or services and to carry on any business involving any such provision

(S) To lend money, and grant or provide credit and financial accommodation, to any person

(T) To invest money of the Company in any investments and securities (including land of any tenure in any part of the world and shares, stocks or securities of any other company) and to hold, sell or otherwise deal with such investments

(U) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company.

(V) To acquire and carry on any business carried on by a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company.

(W) To enter into any arrangements with any government or other authority, international, supreme, municipal, local or otherwise, or person and to obtain from any such government or authority or person any legislation, orders, rights, privileges, franchises and concessions and to carry out, exercise and comply with the same and to take all necessary and proper steps in Parliament or with any government or other authority, international, supreme, municipal, local or otherwise for the purpose of carrying out, extending or varying the objects and powers of the Company or altering its constitution, and to oppose any proceedings or applications which are, in the opinion of the Directors, likely directly or indirectly to prejudice the Company's interests

(X) To borrow and raise money and accept money on deposit upon such terms and on such security as may in the opinion of the Directors be expedient and in particular by the issue or deposit of notes, debentures or debenture stock (whether perpetual or not) and to secure or discharge any debt or obligation in any manner and in particular (but without prejudice to the generality of the foregoing) by mortgage, charge or lien 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

(Y) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgage, charge or lien upon 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 moneys payable on or in respect of any securities or liabilities of, any person, including (without prejudice to the generality of the foregoing) 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.

(Z) To acquire an interest in, amalgamate or enter into partnership or any profit sharing arrangement with, and to cooperate or participate in any way with, and assist or subsidise any person

(AA) To accept, draw, make, create, issue, execute, discount, endorse, negotiate and deal in bills of exchange, promissory notes, bills of lading, scrip warrants and other instruments and securities, whether negotiable or otherwise

(BB) To apply for and take out, purchase or otherwise acquire any designs, trade marks, patents, patent rights, inventions, secret processes, licences, concessions and the like, conferring an exclusive or non exclusive or limited right of user or any secret or other information as to any invention which in the opinion of the Directors is capable of being used for any of the purposes of the Company or the acquisition of which is in the opinion of the Directors likely, directly or indirectly, to benefit the Company, and to use, exercise, develop, grant licences in respect of, vend or otherwise turn to account any rights and information so acquired

(CC) To sell, exchange, mortgage, charge, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes and other rights over, and in any other manner deal with, or dispose of, all or 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 of the foregoing) for any securities and to promote, finance or assist any other person, firm or company for the purpose of acquiring all or any part of the property, rights or undertaking or assuming the liabilities of the Company or for any other purpose which in the opinion of the Directors is likely, directly or indirectly, to benefit the Company

(DD) To issue and allot securities of the Company, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, for cash or in payment or part payment for any real or heritable or personal or moveable 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 accept payment for any property or rights sold or otherwise disposed of or dealt with or for any obligations undertaken by the Company, either in cash, by instalments or otherwise, or in shares of any company with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage or by debentures or debenture stock of any company or partly in one mode and partly in another, and generally on such terms as the Directors may determine and to hold, deal with or dispose of any consideration so received

(EE) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, notes, debentures, debenture stock, bonds, stocks and securities of any company at such times and upon such terms and conditions as to remuneration and otherwise as the Directors may agree

(FF) 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 and 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 carry on the business of company, fund, trust or business promoters or managers and of underwriters or dealers in securities, and to act as director of and as secretary, manager, registrar or transfer agent for any other company and to act as trustees of any kind and to undertake and execute any trust

(GG) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company

(HH) To grant pensions, annuities, or 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 of any of them, and to the relations, connections or dependents of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the Company or who the Company considers have any moral claim on the Company or to their relations, connections or dependents, and to establish or support any associations, institutions, clubs, schools, building and housing schemes, funds and trusts, and to make payments towards insurances or other arrangements likely to benefit any such persons or otherwise advance the interests of the Company or of its Members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of the Company or of its Members or for any national, charitable, benevolent, educational, social, public, general or useful object.

(II) To establish and contribute to any scheme or schemes for the purchase or subscription by trustees of shares in the Company to be held for the benefit of the Company's employees, or any scheme for the grant of options to employees for the purchase or subscription of shares in the Company, and to lend money to the Company's employees to enable them to purchase or subscribe for shares in the Company and to formulate and carry into effect any scheme for encouraging or facilitating the holding of shares or debentures in the Company by or for the benefit of officers or ex officers (including Directors and ex Directors), employees or ex-employees of the Company or of any subsidiary or 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

(JJ) To undertake and execute any trusts the undertaking whereof is desirable in the opinion of the Directors, and either gratuitously or otherwise.

(KK) To subscribe or guarantee money for charitable or benevolent objects or for any exhibition, musical, artistic, dramatic or sporting activity or for any useful object of a public or general nature

(LL) To cease carrying on, liquidate or 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

(MM) To distribute any of the property of the Company or any proceeds of sale or disposition of any property of the Company among its creditors and Members in specie or kind

(NN) To do all or any of the things or matters aforesaid in any part of the world either itself or through the medium of any subsidiary or associated companies or otherwise 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

(OO) To carry on any other business or activity and do anything of any nature which in the opinion of the Directors is or may be capable of being conveniently carried on or done in connection with or as ancillary to any of the businesses of the Company, 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

(PP) To do all such other things as in the opinion of the Company are or may be incidental or conducive to the attainment of the above objects or any of them.

(QQ) To carry on business as a general commercial company and accordingly to carry on any trade or business whatsoever

And it is hereby declared that "company" in this clause, except where used in reference to this Company, shall include any partnership, association 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 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 mean "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 so 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, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company and that where there are references in this clause

to matters of opinion such matters are to be determined by the Directors or by any persons to whom any such power of decision has been delegated by the Directors in accordance with the Articles of Association of the Company

5 The liability of the Members is limited

6 The share capital of the Company is £250,001, divided into 49,998 "A" Ordinary Shares of £1 each, 200,002 Ordinary Shares of £1 each and one Special Share of £1 *

Note On 27 March 2008 the share capital was increased to £250,100 by the creation of 99 Ordinary Shares of £1 each.