

any } 690597/1

THE COMPANIES ACT, 1948

REGISTERED

24 APR 1961



DECLARATION of Compliance with the requirements of the
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the
Name of the
Company.

HEWLETT-PACKARD
LIMITED

by

COWARD, CHANCE & CO.,

St. Swithin's House, Walbrook,

London, E.C.4.

The Solicitors' Law Stationery Society, Limited
Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
in Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, Louis Edward Pendyrys Tylor

of St. Swithin's House, Walbrook, London, E.C.

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Do solemnly and sincerely declare that I am (*) a Solicitor of the

Supreme Court engaged in the formation

named
oles of

of

Hewlett-Packard Limited.

And that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with, And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1935.

Witnessed at St. Swithin's House
Walbrook in the City of London

the 11th day of April

one thousand nine hundred and sixty

1960

Before me,

A. J. Burren

— NOT PUBLIC

LIP Tylor

Number of }
Company }

690597/2

THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

24 APR 1961



Statement of the Nominal Capital

OF

HEWLETT-PACKARD

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered.

Entered by

COWARD, CHANCE

St. Swi

use,

London, E.C.4.

THE SOLICITORS' L

Chancery Lane, W.C.2; 3 Bucklersbur,
Hanover Street, W.1; 55-59 Newhall Str
in Street, Liverpool, 2; 28-30 John Dal

PRINTERS AND PUBLIS

ATION BY SOCIETY, LIMITED

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3879, 3881, 3883, 3885, 3887, 3889, 3891, 3893, 3895, 3897, 3899, 3901, 3903, 3905, 3907, 3909, 3911, 3913, 3915, 3917, 3919, 3921, 3923, 3925, 3927, 3929, 3931, 3933, 3935, 3937, 3939, 3941, 3943, 3945, 3947, 3949, 3951, 3953, 3955, 3957, 3959, 3961, 3963, 3965, 3967, 3969, 3971, 3973, 3975, 3977, 3979, 3981, 3983, 3985, 3987, 398

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THE NOMINAL CAPITAL

OF

HEWLETT-PACKARD

Limited.

is £ 100, divided into:

100 Shares of £1 each

Shares of each

*Signature Howard, Chance & Co.

Description Solicitors engaged in the
formation

Dated the 11th day of April, 196

**This Statement should be signed by an Officer of the Company, or
by the Solicitor(s) engaged in the formation.*



690597/3

COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

REGISTERED

- of -

24 APR 1961

HEWLETT-PACKARD LIMITED.



1. The name of the Company is "HEWLETT-PACKARD LIMITED".

2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are :-

(A) To carry on in all or any of their branches the business of electrical and electronic engineers, nuclear engineers, electricians, instrument makers, constructors, designers, manufacturers and suppliers of and dealers in electrical and electronic apparatus and instruments of all kinds.

(B) To undertake, perform and carry out all or any experiments, works, functions, operations and services whatsoever in connection with all or any of the activities specified in this Clause or any future developments thereof, and whether on the Company's own account or on behalf of its customers or any other persons whomsoever.

(C) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.

(D) To manufacture, buy, sell and generally deal in, any plant, materials, machinery, tools, goods or things of any description, which in the opinion of the Directors of the Company may be conveniently dealt with by the Company in connection with any of its objects.

(E) To purchase, take on lease, exchange, hire or otherwise acquire and hold for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.

- (F) To borrow or raise money upon such terms and on such security (if any) as may be considered expedient and in particular by the issue or deposit of notes, debentures or debenture stock (whether perpetual or not) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital.
- (G) To apply for, purchase or otherwise acquire any designs, trade marks, patents, 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 process or system 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 use, exercise, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.
- (H) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, or securities of any other company having objects wholly or in part similar to the objects of the Company or carrying on any business in the opinion of the Directors of the Company capable of being conducted so as directly or indirectly to benefit the Company.
- (I) To purchase or otherwise acquire all or any part of the business, property and liabilities of any person, firm or company carrying on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith or which in the opinion of the Directors of the Company is capable of being conducted so as directly or indirectly to benefit the Company, and to conduct and carry on, or liquidate and wind up, any such business.
- (J) To pay for any property or rights acquired by the Company, either in cash or shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (K) To accept payment for any property or rights sold or otherwise disposed of or dealt with or for any services rendered 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 Company may determine, and to hold, deal with or dispose of any consideration so received.

- (L) 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 may be agreed upon.
- (M) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities (including land of any tenure in any part of the world) and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities.
- (N) To lend money or give credit to such persons, firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies.
- (O) To enter into any arrangement with any government or other authority, supreme, municipal, local or otherwise, and to obtain from any such government or authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company.
- (P) To enter into partnership or into any arrangements for joint working in business or for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (Q) To grant pensions, allowances, gratuities, and bonuses to the officers, ex-officers (including Directors and ex-Directors), employees or ex-employees of the Company or of any subsidiary allied or associated company or of the predecessors in business or all or any of them or the families, dependants or connections of such persons, and to make payments towards insurance and to establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit such persons.
- (R) To subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any useful object of a public or general nature.
- (S) To undertake and execute any trusts the undertaking whereof may seem desirable, and either gratuitously or otherwise
- (T) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient.

- (U) To promote, finance, or assist any other company for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (V) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, script, warrants and other transferable or negotiable instruments.
- (W) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital to be made except with the sanction (if any) for the time being required by law.
- (X) To procure the Company to be registered in any country or place outside Great Britain.
- (Y) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.
- (Z) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

IT IS HEREBY DECLARED that where the context so admits the word "company" in this clause shall be deemed to include any partnership or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act, 1948.

4. The liability of the Members is limited.

5. The share capital of the Company is £100 divided into 100 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.

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber (in words)
Hewlett-Packard S.A. Rue de Vieux Billard Genève Switzerland M ^r . Wm. P. Hewlett Managing Director, for and on behalf of Hewlett-Packard S.A.	One

Wm. P. Hewlett Rue de Vieux Billard Genève Switzerland. Managing Director.	One
---	-----

DATED the 5 day of April 1961

Witness to the above signatures :-

LEP Tyler
51 Swallow House
Walton
London ECU
Solicitor

1
THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES



ARTICLES OF ASSOCIATION

- of -

HEWLETT-PACKARD LIMITED.



P 5661

PRELIMINARY - PRIVATE COMPANY

1. The regulations contained in Parts I and II of Table "A" in the First Schedule to the Companies Act, 1948 (hereinafter called Table "A"), shall apply to the Company so far as the same are not excluded or varied hereby. Regulations, 5, 24, 53, 66, 70, 71, 75, 79, 89, 90, 91, 92, 93, 94, and 106 of the said Part I and regulation 5 of the said Part II shall not apply to the Company.

2. References in Table "A" and in these Articles to "these regulations" shall be construed as references to the regulations of the Company for the time being in force, whether contained in Table "A" or in these Articles. Except as otherwise stated references herein to particular regulations of Table "A" are references to those contained in Part I thereof.

SHARE CAPITAL
VARIATION OF CLASS RIGHTS

3. If any such separate general meeting as is referred to in regulation 4 of Table "A" shall be adjourned by reason of there being no quorum present and if at the adjourned meeting a quorum shall not be present within half an hour from the time appointed for such adjourned meeting, those holders of shares of the class in question who are present shall be a quorum and regulation 4 of Table "A" shall be modified accordingly.

4. If any class of shares shall be issued with any preferential right to dividend or return of capital, the creation or issue of other shares, ranking *pari passu* with that class as regards either dividend or return of capital shall (unless otherwise expressly provided by the terms of issue of the said class) be deemed a variation of the rights of the holders of that class of shares.

LIEN

5. In regulation 11 of Table "A" the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

MEMBERS' RESOLUTIONS

6. Subject to the provisions of the Act, a resolution in writing signed by all members of the Company who, at the date of such resolution, were entitled to receive notice of and to attend and vote at general meetings or their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys, and signature in the case of a corporate body which is a member shall be sufficient if made by a director thereof or its duly appointed attorney.

PROXIES

7. An instrument appointing a proxy may be in any usual or common form or in any other form which the directors may approve.

MEETINGS

8. At any general meeting a poll may be demanded by the chairman or by any member entitled to vote present in person or by proxy and regulation 58 of Table "A" shall be modified accordingly.

9. If at any general meeting any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting.

DIRECTORS

10. Unless and until otherwise determined by the Company in general meeting the number of Directors shall not be less than two. The first Directors shall be appointed by the subscribers to the Memorandum of Association of the Company

11. Any director who by request performs special services or goes or resides abroad for any purposes of the Company may receive such extra remuneration by way of salary, commission, percentage of profits or otherwise as the Directors may determine.

12. The directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities.

13. A director who is in any way either directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the directors in accordance with Section 199 of the Act. Subject to such disclosure, a director shall be entitled to vote in respect of any contract or arrangement in which he is interested and he shall be taken into account in ascertaining whether a quorum is present.

Paragraph (2) and (4) of regulation 84 of Table "A" shall not apply.

14. The last sentences of regulations 95 and 97 of Table "A" shall not apply.

15. (a) One or more Alternate Directors may be appointed for each Director. Such appointment shall be made and may be revoked by Ordinary Resolution of the Company.

(b) An Alternate Director so appointed shall be an Officer of the Company but shall not in respect of such appointment be entitled to receive any remuneration from the Company.

(c) An Alternate Director shall be entitled to receive the same notice of all meetings of the Directors as if he were a Director, and to attend and vote as a Director at any such meeting at which the Director to whom he is appointed an alternate is not personally present and generally, whether at such meeting or otherwise, to perform all the functions of the Director to whom he is an alternate in the absence of such Director. Provided that where a Director has more than one Alternate Director only one of those Alternate Directors shall be entitled in the absence of the Director to whom he is appointed alternate, to attend and vote at the meetings of the Directors and generally to act on his behalf.

(d) An Alternate Director shall cease to be an Alternate Director if for any reason his appointment is revoked or the Director to whom he is an alternate ceases to be a Director.

16. A resolution in writing signed by all the directors, or by their alternates, shall be as valid and effectual as if it had been passed at a duly convened board meeting. Any such resolution may consist of several documents in the like form each signed by one or more directors or their alternates.

NOTICES

17. In regulation 131 of Table "A", the words "in the case of a notice of a meeting" and all words after the words "the letter containing the same is posted" shall be omitted therefrom.

WINDING UP

18. In regulation 135 of Table "A", the words "with the like sanction" shall be inserted immediately before the words "determine how such division", and the word "members" shall be substituted for the word "contributories".

J

Names, Addresses and Descriptions of
Subscribers.

Hewlett-Packard S.A.
Rue du Vieux Belland 1.
Geneva Switzerland

(Signed by William P. Doolittle,
Managing Director, for and on
behalf of Hewlett-Packard S.A.)

Wm. P. Doolittle
Managing Director, Hewlett-Packard S.A.
Rue du Vieux Belland no 1.
Geneva, Switzerland

DATED the 5 day of April 1966
Witness to the above signatures :-

LCP 74th

ST Swathi Homap

Walworth

Ladon Ecy

5061102

No. C. 173

DUPLICATE FOR THE FILE

No. 690597



Certificate of Incorporation

I Hereby Certify, that

HEWLETT-PACKARD LIMITED

is this day Incorporated under the Companies Act, 1948, and that the
Company is Limited.

Given under my hand at London this **Twenty-fourth** day of

April

One Thousand Nine Hundred and Sixty one.

Assistant Registrar of Companies.

Certificate
received by

[Signature]

Date

24.4.61

17

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ca

THE COMPANIES ACT, 1948

RESOLUTION

OF

HEWLETT-PACKARD LIMITED



Passed 12th May, 1961

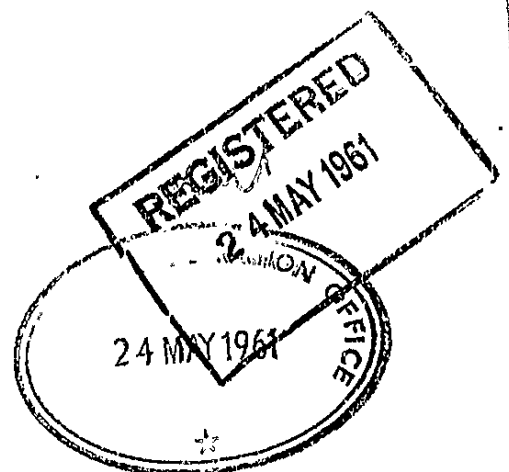
At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at St. Swithin's House, Walbrook, London, E.C.4. on Friday, the 12th day of May, 1961, the subjoined Resolution was duly passed as an ORDINARY RESOLUTION

RESOLUTION

THAT the capital of the Company be increased from £100 to £35,000 by the creation of 34,900 Shares of £1 each.

Wm P. Hewlett

Chairman.



Number of
Company } 690597

Form No. 10

THE COMPANIES ACT, 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
Company

HEWLETT-PACKARD

LIMITED

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

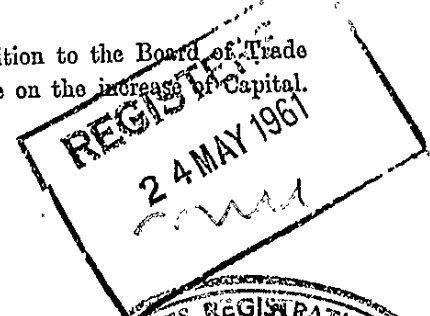
A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

Presented by

COWARD, CHANCE & Co.,

ST. SWITHUN'S HOUSE,

WATERLOO, LONDON, E.C.4.



The Solicitors' Law Stationery Society, Limited
Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

To THE REGISTRAR OF COMPANIES.

*"Ordinary",
"Extra-ordinary", or
"Special". Hewlett-Packard Limited, hereby gives you notice, pursuant to
Section 63 of the Companies Act, 1948, that by a * Ordinary
Resolution of the Company dated the 12th day of May 1961
the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £ 34,900 beyond the Registered Capital
of £ 100

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
34,900	Ordinary	£1

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)
subject to which the new shares have been, or are to be, issued are as follows:—
To be determined at the time of issue

*** If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature

H. S. P. [Signature]

Secretary

State whether Director
or Secretary

Dated the 12th day of May 1961.

Note.—This margin is reserved for binding and must not be written across

Number of
Company } 690527

Form No. 26a

THE STAMP ACT, 1891
(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital
OF

HEWLETT-PACKARD

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

Presented by

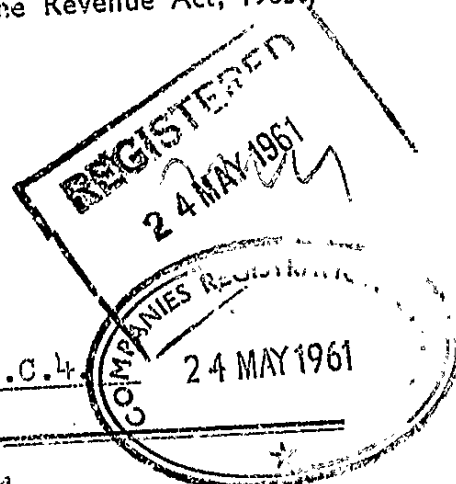
COMARD, CHANCE & CO.,

ST. BISHOP'S HOUSE,

WALLDOCK, LONDON, E.C.4.

The Solicitors' Law Stationery Society, Limited.
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 15, Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS



THE NOMINAL CAPITAL

OF

HEWLETT-PACKARD

Limited

has by a Resolution of the Company dated

12th May 1961 been increased by

the addition thereto of the sum of £ 34,900,

divided into :—

34,900 Shares of £1 each.

 Shares of each

beyond the registered Capital of £100

Signature H.S. Pignat
Secretary

(State whether Director or Secretary)

Dated the 12th day of May 19 61.

Note: This margin is reserved for binding and must not be written across

690597 / 12.

CHF 5/-

THE COMPANIES ACT, 1948

RESOLUTION

OF

HEWLETT-PACKARD LIMITED



Passed 14th November, 1961

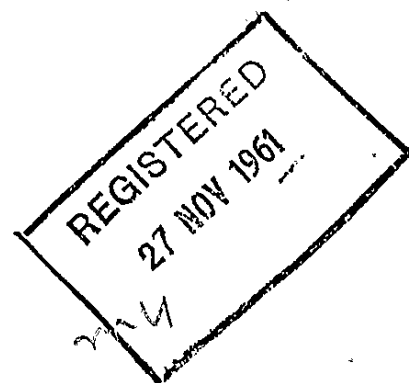
At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at Dallas Road, Redford, on Tuesday, the 14th day of November, 1961, the sub-joined Resolution was duly passed as an ORDINARY RESOLUTION

RESOLUTION

THAT the capital of the Company be increased from £35,000 to £70,000 by the creation of 35,000 Shares of £1 each.

Wm P. Roolittle

Chairman.



Number of
Company } 690597

13

Form No. 10

THE COMPANIES ACT, 1948



Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
Company

HEWLETT-PACKARD

LIMITED

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

Presented by

COWARD, CHANCE & CO.,

St. Swithin's House,

Walbrook, London, E.C.4.

REGISTERED
27 NOV 1961

The Solicitors' Law Stationery Society, Limited
Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
Manover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

To THE REGISTRAR OF COMPANIES.

*"Ordinary",
"Extra-
ordinary", or
"Special".

Hewlett-Packard Limited, hereby gives you notice, pursuant to
Section 63 of the Companies Act, 1948, that by an* Ordinary
Resolution of the Company dated the 14th day of November 1961
the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £ 35,000 beyond the Registered Capital
of £ 35,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
35,000	Ordinary	£1

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)
subject to which the new shares have been, or are to be, issued are as follows:—
To be determined at the time of issue.

* * If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature George Newman

State whether Director } Secretary.
or Secretary }

Note.—This margin is reserved for binding and must not be written across

Number of } 69C597
Company }

Form No. 26a

THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital

OF

HEWLETT-PACKARD

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

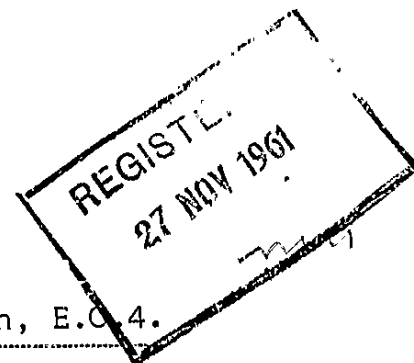
This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

Presented by

COWARD, CHANCE & CO.,

St. Swithin's House,

Walbrook, London, E.C.4.



The Solicitors' Law Stationery Society, Limited.
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

THE NOMINAL CAPITAL

OF

HEWLETT-PACKARD

Limited

has by a Resolution of the Company dated

14th November 1961 been increased by

the addition thereto of the sum of £ 35,000,

divided into :—

35,000

Shares of £1 each

-

Shares of - each

beyond the registered Capital of £35,000

Signature

George Newman

(State whether Director or Secretary) Secretary.

Dated the _____ day of _____ 1961.

Note.—This margin is reserved for binding and must not be written across

118
7/14/62

THE COMPANIES ACT, 1948



RESOLUTION
OF
HEWLETT-PACKARD LIMITED

Passed 2nd April, 1962

At the ANNUAL GENERAL MEETING of the above-named Company duly convened and held at Dallas Road, Bedford on the second day of April 1962, the subjoined Resolution was duly passed as an ORDINARY RESOLUTION

RESOLUTION

THAT the capital of the Company be increased from £70,000 to £200,000 by the creation of 130,000 Shares of £1 each

346

Wm R. Loo

Chairman.



COWARD, CHANCE & CO.,
ST. SWITHIN'S HOUSE,
WALBROOK, LONDON, E.C.4
(SOLICITORS.)

CERTIFIED printed
by type-litho (A. B. Dick)
process.

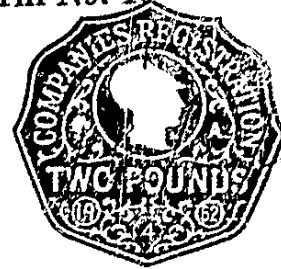
A. B. Dick OPERATOR.
2898

Number of
Company } 690597

19



Form No. 10



THE COMPANIES ACT, 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
Company

HEWLETT-PACKARD

LIMITED

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

A filing fee of £4. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

Presented by

COWARD, CHANCE & CO.,

St. Swithin's House,

Walbrook, London, E.C.4.

17 APR 1962

REGISTERED
10 MAY 1962

The Solicitors' Law Stationery Society, Limited
Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

C 1784

To THE REGISTRAR OF COMPANIES.

HEWLETT-PACKARD

Limited, hereby gives you notice, pursuant to

*"Ordinary",
"Extra-
ordinary", or
"Special".

Section 63 of the Companies Act, 1948, that by an* Ordinary

Resolution of the Company dated the Second day of April 1962

the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £ 130,000 beyond the Registered Capital
of £ 70,000

The additional Capital is divided as follows:—

Number of Shares

Class of Share

Nominal amount
of each Share

130,000

Ordinary

£1

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)
subject to which the new shares have been, or are to be, issued are as follows:—

To be determined at the time of issue.

*. * If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature

George F. Newman

State whether Director
or Secretary

Secretary.

Dated the

13th

day of

April

196 2

Note.—This margin is reserved for binding and must not be written across

Number of } 690597.
Company }

20

Form No. 26a

THE STAMP ACT, 1891

(54 & 55 Vict., Ch. 39)



CCD

650.

COMPANY LIMITED BY SHARE



Statement of Increase of the Nominal Capital

OF

HEWLETT-PACKARD

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

Presented by

COWARD, CHANCE & CO.,

St. Swithin's House,

Walbrook, London, E.C.4.

The Solicitors' Law Stationery Society, Limited.

22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 19 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

REGISTERED
10 MAY 1962
COMPANIES REGISTER

THE NOMINAL CAPITAL

OF

HEWLETT-PACKARD

Limited

has by a Resolution of the Company dated

2nd April 1962 been increased by

the addition thereto of the sum of £130,000,

divided into:—

130,000 Shares of £1 each

- Shares of - each

beyond the registered Capital of £70,000

Signature

George F. Newman

(State whether Director or Secretary) Secretary

Dated the

13th

day of

April

1962

Note.—This margin is reserved for binding and must not be written across

Company

THE COMPANIES ACT 1948
REGISTRATION



A 5s.
Companies
Registration Fee
Stamp must
be impressed
here.

Notice of Place where Register of Members is kept
or of any Change in that Place

(Pursuant to section 110 (3))

REGISTERED

20 OCT 1965

Insert the
Name of
the Company

HEWLETT-PACKARD

LIMITED

Section 110 of the Companies Act, 1948, provides that:—

* * * * *

(3) Every company shall send notice to the registrar of companies of the place where its register of members is kept and of any change in that place:

Provided that a company shall not be bound to send notice under this subsection where the register has, at all times since it came into existence or, in the case of a register in existence at the commencement of this Act, at all times since then, been kept at the registered office of the company.

(4) Where a company makes default in complying with subsection (1) of this section or makes default for fourteen days in complying with the last foregoing subsection, the company and every officer of the company who is in default shall be liable to a default fine.

Presented by COWARD, CHANCE & Co.

ST. SWITHIN'S HOUSE.

WALBROOK.

175
T. 4984/RC



The Solicitors' Law Stationery Society, Limited,
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

Notice of Place where Register of Members is kept or of any
Change in that Place.

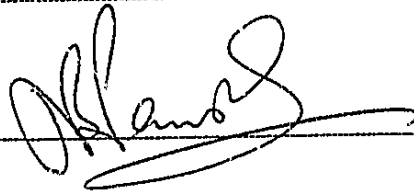
To the REGISTRAR OF COMPANIES.

HEWLETT-PACKARD LIMITED

hereby gives you notice, in accordance with subsection (3) of section 110
of the Companies Act, 1948, that the register of members of the Company
is kept at DALLAS ROAD

BEDFORD

Signature



(State whether
Director or Secretary)

SECRETARY

Dated the 19th day of OCTOBER 1965.

Number of
Company

690597

COMPANIES
REGISTRATION

THE COMPANIES ACT, 1948

Notice of Place where Register of Members is kept or of any Change in that Place

(Pursuant to section 110 (3))

Insert the
Name of
the Company

HEWLETT-PACKARD

LIMITED

REGISTERED

9 NOV 1966

Section 110 of the Companies Act, 1948, provides that:—

* * * * *

(3) Every company shall send notice to the registrar of companies of the place where its register of members is kept and of any change in that place:

Provided that a company shall not be bound to send notice under this subsection where the register has, at all times since it came into existence or, in the case of a register in existence at the commencement of this Act, at all times since then, been kept at the registered office of the company.

(4) Where a company makes default in complying with subsection (1) of this section or makes default for fourteen days in complying with the last foregoing subsection, the company and every officer of the company who is in default shall be liable to a default fine.

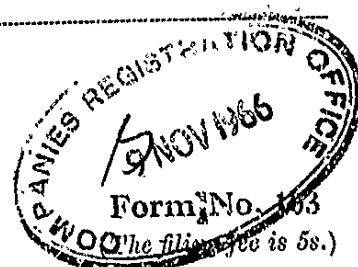
Presented by

Document Filer's Reference T4984/RT

Coward, Chance & Co.,

St. Swithin's House,

Walbrook, London, E.C.4. 119



The Solicitors' Law Stationery Society, Limited,
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4, 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2.

Notice of Place where Register of Members is kept or of any
Change in that Place.

To the REGISTRAR OF COMPANIES.

HEWLETT-PACKARD LIMITED

hereby gives you notice, in accordance with subsection (3) of section 110
of the Companies Act, 1948, that the register of members of the Company
is kept at 27, FINSBURY SQUARE
LONDON, E.C.2.

Signature



(State whether
Director or Secretary).

SECRETARY

Dated the 8th day of November 1966.

NOTE—This Margin is reserved for binding and must not be written across.

690597

44

HEWLETT-PACKARD LIMITED

SPECIAL RESOLUTION

That the Articles of Association be amended by the addition of the following Article, to be numbered 10A :-

"10A. A director of the Company shall vacate his office at the conclusion of the annual meeting commencing next after he attains the age of 72 and shall not be eligible for re-election. If at the meeting at which he retires the vacancy is not filled, it may be filled as a casual vacancy".

This Special Resolution has been signed for and on behalf of Hewlett-Packard S.A., being the whole members of the Company who at the date hereof are entitled to receive notice of and attend and vote at general meetings of the Company and in terms of Article 6 of the said Articles of Association is therefore valid and effectual as a Special Resolution.

Dated the 2nd day of February 1970.



R. C. ALBERDING
Managing Director
Hewlett-Packard S.A., Geneva

BS

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

M E M O R A N D U M
and
A R T I C L E S O F A S S O C I A T I O N
of
HEWLETT-PACKARD LIMITED

Incorporated the 24th day of April, 1961.

58
DUNDAS & WILSON, C.S.
DAVIDSON & SYME, W.S.
28 Charlotte Square,
Edinburgh EH2 1EZ.

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

HEWLETT-PACKARD LIMITED.

1. The name of the Company is "HEWLETT-PACKARD LIMITED".

2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are :-

- (A) To carry on in all or any of their branches the business of electrical and electronic engineers, nuclear engineers, electricians, instrument makers, constructors, designers, manufacturers and suppliers of and dealers in electrical and electronic apparatus and instruments of all kinds.
- (B) To undertake, perform and carry out all or any experiments, works, functions, operations and services whatsoever in connection with all or any of the activities specified in this Clause or any future developments thereof, and whether on the Company's own account or on behalf of its customers or any other persons whomsoever.
- (C) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.
- (D) To manufacture, buy, sell and generally deal in, any plant, materials, machinery, tools, goods or things of any description, which in the opinion of the Directors of the Company may be conveniently dealt with by the Company in connection with any of its objects.
- (E) To purchase, take on lease, exchange, hire or otherwise acquire and hold for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.

- (F) To borrow or raise money upon such terms and on such security (if any) as may be considered expedient and in particular by the issue or deposit of notes, debentures or debenture stock (whether perpetual or not) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital.
- (G) To apply for, purchase or otherwise acquire any designs, trade marks, patents, 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 process or system 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 use, exercise, develop, grant licences in respect of, or otherwise turn to account any right and information so acquired.
- (H) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, or securities of any other company having objects wholly or in part similar to the objects of the Company or carrying on any business in the opinion of the Directors of the Company capable of being conducted so as directly or indirectly to benefit the Company.
- (I) To purchase or otherwise acquire all or any part of the business, property and liabilities of any person, firm or company carrying on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith or which in the opinion of the Directors of the Company is capable of being conducted so as directly or indirectly to benefit the Company, and to conduct and carry on, or liquidate and wind up, any such business.
- (J) To pay for any property or rights acquired by the Company, either in cash or shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (K) To accept payment for any property or rights sold or otherwise disposed of or dealt with or for any services rendered 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 Company may determine, and to hold, deal with or dispose of any consideration so received.

- (L) 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 may be agreed upon.
- (M) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities (including land of any tenure in any part of the world) and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities.
- (N) To lend money or give credit to such persons, firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies.
- (O) To enter into any arrangement with any government or other authority, supreme, municipal, local or otherwise, and to obtain from any such government or authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company.
- (P) To enter into partnership or into any arrangements for joint working in business or for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (Q) To grant pensions, allowances, gratuities, and bonuses to the officers, ex-officers (including Directors and ex-Directors), employees or ex-employees of the Company or of any subsidiary allied or associated company or of the predecessors in business or all or any of them or the families, dependants or connections of such persons, and to make payments towards insurance and to establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit such persons.
- (R) To subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any useful object of a public or general nature.
- (S) To undertake and execute any trusts the undertaking whereof may seem desirable, and either gratuitously or otherwise
- (T) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient.

- (U) To promote, finance, or assist any other company for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (V) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, script, warrants and other transferable or negotiable instruments.
- (W) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital to be made except with the sanction (if any) for the time being required by law.
- (X) To procure the Company to be registered in any country or place outside Great Britain.
- (Y) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.
- (Z) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

IT IS HEREBY DECLARED that where the context so admits the word "company" in this clause shall be deemed to include any partnership or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act, 1948.

4. The liability of the Members is limited.

5. The share capital of the Company is £100 divided into 100 shares of £1 each.

NOTE: The share capital of the Company was increased to £200,000 divided into 200,000 shares of £1 each by Ordinary Resolution passed on 2nd April, 1962. ✓

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.

Names, Addresses and
Descriptions of
Subscribers

Number of Shares taken
by each Subscriber (in
words)

Hewlett - Packard S.A.
Rue de Vieux Billard
Geneva Switzerland
By: Wm. P. Doolittle
Managing Director for and on
behalf of Hewlett-Packard S.A.

One

Wm. P. Doolittle
Rue de Vieux Billard
Geneva Switzerland
Managing Director

One

DATED the *5* day of *April* 19*61*.

Witness to the above signatures :-

L.E.P. Tyler

St. Swithin's House

Walbrook

London E.C.4.

Solicitor.

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

HEWLETT-PACKARD LIMITED.

PRELIMINARY - PRIVATE COMPANY

Private

1. The regulations contained in Parts I and II of Table "A" in the First Schedule to the Companies Act, 1948 (hereinafter called Table "A") shall apply to the Company so far as the same are not excluded or varied hereby. Regulations, 5, 24, 53, 66, 70, 71, 75, 79, 89, 90, 91, 92, 93, 94, and 106 of the said Part I and regulation 5 of the said Part II shall not apply to the Company.

2. References in Table "A" and in these Articles to "these regulations" shall be construed as references to the regulations of the Company for the time being in force, whether contained in Table "A" or in these Articles. Except as otherwise stated references herein to particular regulations of Table "A" are references to those contained in Part I thereof.

SHARE CAPITAL
VARIATION OF CLASS RIGHTS

3. If any such separate general meeting as is referred to in regulation 4 of Table "A" shall be adjourned by reason of there being no quorum present and if at the adjourned meeting a quorum shall not be present within half an hour from the time appointed for such adjourned meeting, those holders of shares of the class in question who are present shall be a quorum and regulation 4 of Table "A" shall be modified accordingly.

4. If any class of shares shall be issued with any preferential right to dividend or return of capital, the creation or issue of other shares, ranking pari passu with that class as regards either dividend or return of capital shall (unless otherwise expressly provided by the terms of issue of the said class) be deemed a variation of the rights of the holders of that class of shares.

LIEN

5. In regulation 11 of Table "A" the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

Companies House Scan Upon Demand

**We apologise that the following
documents are of poor quality.**

**Thank You for your
Understanding.**

MEMBERS' RESOLUTIONS

6. Subject to the provisions of the Act, a resolution in writing signed by all members of the Company who, at the date of such resolution, were entitled to receive notice of and to attend and vote at general meetings or their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys, and signature in the case of a corporate body which is a member shall be sufficient if made by a director thereof or its duly appointed attorney.

PROXIES

7. An instrument appointing a proxy may be in any usual or common form or in any other form which the directors may approve.

MEETINGS

8. At any general meeting a poll may be demanded by the chairman or by any member entitled to vote present in person or by proxy and regulation 58 of Table "A" shall be modified accordingly.

9. If at any general meeting any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting.

DIRECTORS

10. Unless and until otherwise determined by the Company in general meeting the number of Directors shall not be less than two. The first Directors shall be appointed by the subscribers to the Memorandum of Association of the Company.

10A. A director of the Company shall vacate his office at the conclusion of the annual meeting commencing next after he attains the age of 72 and shall not be eligible for re-election. If at the meeting at which he retires the vacancy is not filled, it may be filled as a casual vacancy.

11. Any director who by request performs special services or goes or resides abroad for any purposes of the Company may receive such extra remuneration by way of salary, commission, percentage of profits or otherwise as the Directors may determine.

12. The directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities.

13. A director who is in any way either directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the directors in accordance with Section 199 of the Act. Subject to such disclosure, a director shall be entitled to vote in respect of any contract or arrangement in which he is interested and he shall be taken into account in ascertaining whether a quorum is present.

Paragraph (2) and (4) of regulation 84 of Table "A" ..
not apply.

14. The last sentences of regulations 95 and 97 of
Table "A" shall not apply.

15. (a) One or more Alternate Directors may be appointed
for each Director.. Such appointment shall be made by Ordinary Resolution of the
and may be revoked by Ordinary Resolution of the
Company.

(b) An Alternate Director so appointed shall be
an Officer of the Company but shall not in respect
of such appointment be entitled to receive any
remuneration from the Company.

(c) An Alternate Director shall be entitled to
receive the same notice of all meetings of the
Directors as if he were a Director, and to attend and
vote as a Director at any such meeting at which the
Director to whom he is appointed an alternate is not
personally present and generally, whether at such
meeting or otherwise, to perform all the functions
of the Director to whom he is an alternate in the
absence of such Director. Provided that where a
Director has more than one Alternate Director only
one of those Alternate Directors shall be entitled
in the absence of the Director to whom he is
appointed alternate, to attend and vote at the
meetings of the Directors and generally to act on
his behalf.

(d) An Alternate Director shall cease to be an
Alternate Director if for any reason his appointment
is revoked or the Director to whom he is an
alternate ceases to be a Director.

16. A resolution in writing signed by all the directors,
or by their alternates, shall be as valid and effectual
as if it had been passed at a duly convened board meeting.
Any such resolution may consist of several documents in
the like form each signed by one or more directors or their
alternates.

NOTICES

17. In regulation 131 of Table "A", the words "in
case of a notice of a meeting" and all words after the
words "the letter containing the same is posted" shall
be omitted therefrom.

WINDING UP

18. In regulation 135 of Table "A", the words "with
like sanction" shall be inserted immediately before the
words "determine how such division", and the word "and"
shall be substituted for the word "contributories".

Names, Addresses and Descriptions of
Subscribers.

Hewlett - Packard S.A.

Rue de Vieux Billard 1.

Geneva, Switzerland

*(Signed by William P. Dostillle
Managing Director for and on behalf of
Hewlett-Packard S.A.).*

Wm. P. Dostillle

Managing Director, Hewlett-Packard S.A.

Rue de Vieux Billard No 1.

Geneva, Switzerland.

DATED the 5 day of April 1961.
Witness to the above signatures :-

L.E.P. Tyler

St. Swithins House

Walbrook

London E.C.4

Solicitor

690597 / 53

THE COMPANIES ACTS 1948 - 1967

ORDINARY RESOLUTION

HEWLETT-PACKARD LIMITED

Passed 8th October 1974

At an Extraordinary General Meeting of the above-named Company, convened and held on Tuesday, 8th October 1974, the following Resolution was duly passed as an Ordinary Resolution:-

"That the authorised share capital of the Company be increased to £210,000 by the creation of 10,000 additional shares of £1 each."

D. P. Taylor

D. P. Taylor
Managing Director



No. of Company

690597

154

THE COMPANIES ACTS 1948 to 1967

Notice of Increase in Nominal Capital

To THE REGISTRAR OF COMPANIES

Insert name
of Company;
delete "Limited"
if not applicable

HEWLETT-PACKARD

†State whether
Ordinary or
Extraordinary
or Special
Resolution.

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948,
that by an Ordinary Resolution of the Company dated the
Eighth day of October 1974 the nominal capital of the
Company has been increased by the addition thereto of the sum of £ 10,000
beyond the registered capital of £ 200,000

The additional capital is divided as follows:—

Number of Shares

Class of Share

Nominal amount
of each share

10,000

—

£1

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)
subject to which the new shares have been, or are to be, issued are as follows:—

If any of the new
shares are
Preference Shares
state whether they
are redeemable or
not. If this space is
insufficient the
conditions should
be set out
separately by way
of annexure.

no special conditions

Signature

D. P. Taylor

(D. P. Taylor)

State whether Director
or Secretary

Director

Dated the 17th day of OCTOBER 1974

Presented by

Coward Chance,

Rayex House,

Aldermanbury Sq., EC2V 7LD

Presentor's Reference HSP 2985/DRC



NOTES

Section 63 of the Companies Act 1948 requires this Notice accompanied by a copy of the resolution authorising the increase to be delivered to the Registrar of Companies within 15 days after the passing of the resolution and in default thereof the Company and every officer of the Company in default will be liable to a default fine.

The Office of the Registrar of Companies for Companies registered in England is situate at Companies House, 55-71 City Road, London EC1Y 1st S, and for Companies registered in Scotland at Exchequer Chambers, 102 George Street, Edinburgh, 2.

REGISTRATION FEES PAYABLE ON AN INCREASE OF CAPITAL.

Fees payable on an increase in capital were abolished by the Companies (Fees) Regulations 1973.

THE COMPANIES ACTS 1948 - 1967

ORDINARY RESOLUTION

HEWLETT-PACKARD LIMITED

Passed 8th October 1974

At an Extraordinary General Meeting of the above-named Company, convened and held on Tuesday, 8th October 1974, the following Resolution was duly passed as an Ordinary Resolution:-

"That the authorised share capital of the Company be increased to £210,000 by the creation of 10,000 additional shares of £1 each."

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

HEWLETT-PACKARD LIMITED

N/C

1. The name of the Company is "HEWLETT-PACKARD LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:—
 - (A) To carry on in all or any of their branches the business of electrical and electronic engineers, nuclear engineers, electricians, instrument makers, constructors, designers, manufacturers and suppliers of and dealers in electrical and electronic apparatus and instruments of all kinds.
 - (B) To undertake, perform and carry out all or any experiments, works, functions, operations and services whatsoever in connection with all or any of the activities specified in this clause or any future developments thereof, and whether on the Company's own account or on behalf of its customers or any other persons whomsoever.
 - (C) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.
 - (D) To manufacture, buy, sell and generally deal in, any plant, materials, machinery, tools, goods or things of any description, which in the opinion of the Directors of the Company may be conveniently dealt with by the Company in connection with any of its objects.
 - (E) To purchase, take on lease, exchange, hire or otherwise acquire and hold for any estate or interest any real or personal property and any /

any rights or privileges which the Company may think necessary or convenient for the purposes of its business.

- (F) To borrow or raise money upon such terms and on such security (if any) as may be considered expedient and in particular by the issue or deposit of notes, debentures or debenture stock (whether perpetual or not) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital.
- (G) To apply for, purchase or otherwise acquire any designs, trade marks, patents, 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, process or system 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 use, exercise, develop, grant licences in respect of, or otherwise turn to account any right and information so acquired.
- (H) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, or securities of any other company having objects wholly or in part similar to the objects of the Company or carrying on any business in the opinion of the Directors of the Company capable of being conducted so as directly or indirectly to benefit the Company.
- (I) To purchase or otherwise acquire all or any part of the business, property and liabilities of any person, firm or company carrying on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith or which in the opinion of the Directors of the Company is capable of being conducted so as directly or indirectly to benefit the Company, and to conduct and carry on, or liquidate and wind up, any such business.
- (J) To pay for any property or rights acquired by the Company, either in cash or shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (K) /

- (K) To accept payment for any property or rights sold or otherwise disposed of or dealt with or for any services rendered 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 Company may determine, and to hold, deal with or dispose of any consideration so received.
- (L) 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 may be agreed upon.
- (M) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities (including land of any tenure in any part of the world) and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities.
- (N) To lend money or give credit to such persons, firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies.
- (O) To enter into any arrangement with any government or other authority, supreme, municipal, local or otherwise, and to obtain from any such government or authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company.
- (P) To enter into partnership or into any arrangements for joint working in business or for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (Q) /

- (Q) To grant pensions, allowances, gratuities, and bonuses to the officers, ex-officers (including Directors and ex-Directors), employees or ex-employees of the Company or of any subsidiary, allied or associated company or of the predecessors in business or all or any of them or the families, dependants or connections of such persons, and to make payments towards insurance and to establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit such persons.
- (R) To subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any useful object of a public or general nature
- (S) To undertake and execute any trusts the undertaking whereof may seem desirable, and either gratuitously or otherwise.
- (T) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient.
- (U) To promote, finance, or assist any other company for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (V) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, script, warrants and other transferable or negotiable instruments.
- (W) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital to be made except with the sanction (if any) for the time being required by law.
- (X) To procure the Company to be registered in any country or place outside Great Britain.
- (Y) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.
- (Z) /

- (Z) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

IT IS HEREBY DECLARED that where the context so admits the word "company" in this clause shall be deemed to include any partnership or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act, 1948.

4. The liability of the Members is limited.
- * 5. The share capital of the Company is £100 divided into 100 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.

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
Hewlett-Packard S.A. Rue de Vieux Billard Geneva Switzerland Wm P Doolittle Managing Director for and on behalf of Hewlett-Packard S.A.	One
Wm P Doolittle Rue de Vieux Billard Geneva Switzerland Managing Director	One

DATED the 5th day of April 1961.

Witness to the above signatures:—

L.E.P. Tyler
St Swithin's House
Walbrook
London E.C.4
Solicitor

- * The Share Capital of the Company was increased to £200,000 divided into 200,000 shares of £1 each by Ordinary Resolution passed on 2nd April 1962.

The Share Capital of the Company was increased to £210,000 divided into 210,000 shares of £1 each by Ordinary Resolution passed on 8th October 1974.

COMPANY LIMITED BY SHARES

Articles of Association

OF

HEWLETT-PACKARD LIMITED

PRELIMINARY – PRIVATE COMPANY

1. The Regulations contained in Parts I and II of Table "A" in the First Schedule to the Companies Act, 1948 (hereinafter called Table "A"), shall apply to the Company so far as the same are not excluded or varied hereby. Regulations 5, 24, 53, 66, 70, 71, 75, 79, 89, 90, 91, 92, 93, 94 and 106 of the said Part I and Regulation 5 of the said Part II shall not apply to the Company.
2. References in Table "A" and in these Articles to "these Regulations" shall be construed as references to the Regulations of the Company for the time being in force, whether contained in Table "A" or in these Articles. Except as otherwise stated references herein to particular regulations of Table "A" are references to those contained in Part I thereof.

SHARE CAPITAL
VARIATION OF CLASS RIGHTS

3. If any such separate general meeting as is referred to in Regulation 4 of Table "A" shall be adjourned by reason of there being no quorum present and if at the adjourned meeting a quorum shall not be present within half an hour from the time appointed for such adjourned meeting, those holders of shares of the class in question who are present shall be a quorum and Regulation 4 of Table "A" shall be modified accordingly.
4. If any class of shares shall be issued with any preferential right to dividend or return of capital, the creation or issue of other shares, ranking pari passu with that class as regards either dividend or return of capital shall (unless otherwise expressly provided by the terms of issue of the said class) be deemed a variation of the rights of the holders of that class of shares.

LIEN /

LIEN

5. In Regulation 11 of Table "A" the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

MEMBERS' RESOLUTIONS

6. Subject to the provisions of the Act, a resolution in writing signed by all members of the Company who, at the date of such resolution, were entitled to receive notice of and to attend and vote at general meetings or their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys, and signature in the case of a corporate body which is a member shall be sufficient if made by a director thereof or its duly appointed attorney.

PROXIES

7. An instrument appointing a proxy may be in any usual or common form or in any other form which the directors may approve.

MEETINGS

8. At any general meeting a poll may be demanded by the Chairman or by any member entitled to vote present in person or by proxy and Regulation 58 of Table "A" shall be modified accordingly.
9. If at any general meeting any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the Chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting

DIRECTORS

10. Unless and until otherwise determined by the Company in general meeting the number of Directors shall not be less than two. The first Directors shall be appointed by the subscribers to the Memorandum of Association of the Company.
- 10A. A Director of the Company shall vacate his office at the conclusion of the annual meeting commencing next after he attains the age of 72 and shall not be eligible for re-election. If at the meeting at which he retires the /

the vacancy is not filled, it may be filled as a casual vacancy.

11. Any Director who by request performs special services or goes or resides abroad for any purposes of the Company may receive such extra remuneration by way of salary, commission, percentage of profits or otherwise as the Directors may determine.

12. The Directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities.

A Director who is in any way either directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 199 of the Act. Subject to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and he shall be taken into account in ascertaining whether a quorum is present.

Paragraph (2) and (4) of Regulation 84 of Table "A" shall not apply.

14. The last sentences of Regulations 95 and 97 of Table "A" shall not apply.

15. (a) One or more alternate Directors may be appointed for each Director. Such appointment shall be made and may be revoked by Ordinary Resolution of the Company.
- (b) An alternate Director so appointed shall be an officer of the Company but shall not in respect of such appointment be entitled to receive any remuneration from the Company.
- (c) An alternate Director shall be entitled to receive the same notice of all meetings of the Directors as if he were a Director, and to attend and vote as a Director at any such meeting at which the Director to whom he is appointed an alternate is not personally present and generally, whether at such meeting or otherwise, to perform all the functions of the Director to whom he is an alternate in the absence of such Director. Provided that where a Director has more than one alternate Director only one of those alternate Directors shall be entitled in the absence of the Director to whom he is appointed alternate, to attend and vote at the meetings of the Directors and generally to act on his behalf.
- (d) An alternate Director shall cease to be an alternate Director if for any reason his appointment is revoked or the Director to whom he is an alternate ceases to be a Director.

16. A resolution in writing signed by all the Directors, or by their alternates, shall be as valid and effectual as if it had been passed at a duly convened Board Meeting. Any such resolution may consist of several documents in the like form each signed by one or more Directors or their alternates.

NOTICES

17. In Regulation 131 of Table "A", the words "in the case of a notice of a meeting" and all words after the words "the letter containing the same is posted" shall be omitted therefrom.

WINDING UP

18. In Regulation 135 of Table "A", the words "with the like sanction" shall be inserted immediately before the words "determine how such division", and the word "members" shall be substituted for the word "contributories".

Names, Addresses and Descriptions of Subscribers

Hewlett-Packard S.A., Rue de Vieux Billard 1, Geneva, Switzerland
(signed by William P. Doolittle, Managing Director for and on behalf of
Hewlett-Packard S.A.)

Wm P. Doolittle, Managing Director, Hewlett-Packard S.A., Rue de Vieux Billard
No. 1, Geneva, Switzerland

DATED the 5th day of April 1961.

Witness to the above signatures:-

L.E.P. Tyler
St Swithin's House
Walbrook
London E.C.4
Solicitor

X PUC 73

DATED 29th Oct 1974

HEWLETT-PACKARD COMPANY

and

HEWLETT-PACKARD LIMITED

TRANSFER AGREEMENT

COWARD CHANCE,
Royex House,
Aldermanbury Square,
London, EC2V 7LD.

CRO 28/11/74



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cost 400
16

IS AGREEMENT

is made the

29th

day of *October* 1974 BETWEEN

HEWLETT-PACKARD COMPANY, a company organised and existing under the laws of the State of California in the United States of America (hereinafter called "the Transferor") of the one part and HEWLETT-PACKARD LIMITED of 70 Finsbury Pavement, London, EC24 1SQ (hereinafter called "the Transferee") of the other part.

WHEREBY IT IS AGREED as follows :-

1. The Transferor agrees to sell and the Transferee agrees to purchase ninety-nine shares of £1 each in Field Emission U.K. Limited and the beneficial interest in one £1 share in that Company at present held by the Transferee as trustee for the Transferor free from all charges liens and encumbrances and with all rights attaching thereto in consideration of the Transferee agreeing to allot to the Transferor five shares of £1 each in the Transferee credited as fully paid up.

2. Completion of the said transfer of shares shall take place when the Transferee receives

- (i) a form of transfer of ninety-eight of the said shares in Field Emission U.K. Limited to the Transferor duly executed by the Transferor together with the relevant share certificates, and
- (ii) a form of transfer of one of the said shares in Field Emission U.K. Limited to Denis P. Taylor (as nominee for the Transferee) duly executed by the Transferor together with the relevant share certificate, and



(iii) a form of transfer of the beneficial interest in the said one share in Field Emission U.K. Limited presently held by the Transferee as trustee for the Transferor duly executed,

whereupon the said five shares in the Transferee shall be allotted to the Transferor.

A S W I T N E S S the hands of the duly authorised representatives of the parties hereto the day and year first above written.

S. T. Jack Brigham III
SIGNED by S. T. JACK BRIGHAM III
as ASSISTANT SECRETARY
for and on behalf of
HEWLETT-PACKARD COMPANY

SIGNED by D P TAYLOR
as DIRECTOR
for and on behalf of
HEWLETT-PACKARD LIMITED

D. P. Taylor

01- /65.

THE COMPANIES ACTS 1948 - 1976

SPECIAL RESOLUTION

HEWLETT-PACKARD LIMITED

Passed 1st March 1978

At an Extraordinary General Meeting of the above-named Company, convened and held on 1st March 1978, the following Resolution was duly passed as a Special Resolution:-

"That the Articles of Association of the Company be altered:-

- (a) By the deletion of Article 10A and the substitution of the following Article:-

"A Director of the Company shall vacate his office at the conclusion of the Annual General Meeting commencing next after he attains the age of Seventy but such Director shall be eligible for re-election for further terms of One year only".

- (b) By the addition of the following Article which shall be numbered Article 10B:-

"At the Annual General Meeting held in the year 1979 and at every succeeding Annual General Meeting one half of the Directors, or, if their number is not a multiple of two, then the number nearest to, but not exceeding, one half shall (subject to the provisions of Article 107) retire from office and be eligible for re-election. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot".

- (c) By the addition of the following Article which shall be numbered 10C:-

"A Director shall subject to Article 10B be appointed for a period of Two years only".

Certified - to copy of Special Resolution passed on 1st March 1978

FOR AND ON BEHALF OF

HEWLETT-PACKARD LIMITED

[Signature]
Company Secretary



THE COMPANIES ACTS 1948 TO 1967

Notice of place where a register of holders of debentures
or a duplicate thereof is kept or of any change in that place

Pursuant to Section 86(3) of the Companies Act 1948

To the Registrar of Companies

Name of Company HEWLETT-PACKARD Limited*.

hereby gives you notice, in accordance with subsection (3) of Section 86 of the Companies Act 1948 that
a register of holders of debentures of the company is kept at

308 - 314, Kings Road, Reading, Berkshire, RG1 4ES

Margin reserved for binding

*Delete "Limited" if not applicable

Signed

John B. Penrose

State whether

Director or Secretary Secretary

Date 1st April, 1980

Presented by: John B. Penrose, Secretary, Hewlett-Packard Limited.

Presentor's reference: KM



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THE COMPANIES ACTS 1948 TO 1976

Notice of place where register of directors' interests in shares etc. is kept or of any change in that place

Pursuant to section 29(8) of the Companies Act 1967
as amended by the Companies Act 1976

27

Please do not
write in this
binding margin

Please complete
legibly, preferably
in black type, or
bold black lettering

To the Registrar of Companies

Company number

690597

For official use

56

Name of company

HEWLETT-PACKARD

Limited*

*delete if
inappropriate

hereby gives you notice, in accordance with section 29(8) of the Companies Act 1967 as amended by the Companies Act 1976, that the register of directors' interests in shares in, or debentures of, the company or any other body corporate, being the company's subsidiary or holding company or a subsidiary of the company's holding company, is kept at:

308 - 314, Kings Road, Reading, Berkshire, RG1 4ES

†delete as
appropriate

Signed

[Signature] [Secretary]† Date 1st April, 1980

John B. Penrose
Presenter's name, address and
reference: (if any)

John B. Penrose,
Secretary,
Hewlett-Packard Limited,
308 - 314 Kings Road,
Reading, Berkshire, RG1 4ES

Ref: KM

For official use
General section

Postroom



No of Company 690597

Form No. 103

(No registration
fee payable)

THE COMPANIES ACTS 1948 TO 1967

Notice of place where register of members is kept or
of any change in that place

Pursuant to Section 110(3) of the Companies Act 1948

To the Registrar of Companies

Name of Company HEWLETT-PACKARD Limited

hereby gives you notice, in accordance with subsection (3) of Section 110 of the Companies Act 1948

that the register of members of the company is kept at

308 - 314 Kings Road, Reading, Berkshire, RG1 4ES

Margin reserved for binding

**Delete "Limited" if not applicable*

Signed

[Signature]

John B. Penrose

State whether

Director or Secretary Secretary

Date 1st April, 1980

Presented by: John B. Penrose, Secretary, Hewlett-Packard Limited.

Presentor's reference:

KM



HEWLETT-PACKARD LIMITED

Registered No. 690597 / 83.

The following Resolution regarding alteration of the Articles of Association of the Company was proposed as a Special Resolution at the Annual General Meeting of the Company held on Friday, 3rd April, 1981 and was carried unanimously.

RESOLVED:

That in the second sentence of Article 1 the number '76' be inserted between the numbers '75' and '79'; that the word 'and' between the numbers '94' and '106' be deleted; and that the word and number 'and 108' be inserted between the number '106' and the words 'of the said Part 1'.


That the following Article be substituted for Article 11:


11. The remuneration of the Non Executive directors shall from time to time be determined by General Meeting in accordance with the policies of the Hewlett-Packard Company. Such remuneration shall be deemed to accrue from day to day. The directors may also be paid all hotel, travelling and other expenses properly incurred by them in attending and returning from meetings of the directors or general meetings of the company or in connection with the business of the company.

A managing or executive director shall receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) as may be determined by the chairman in accordance with the policies of the Hewlett-Packard Company.

Any director who by request performs special services or goes or resides abroad for any purpose of the company may receive such extra remuneration by way of salary, commission, percentage of profits or otherwise as may be determined in accordance with the policies of the Hewlett-Packard Company.

I hereby certify that the above is a true copy of a Special Resolution passed as aforesaid.


John B. Penrose, 75
Secretary.



4/6

I hereby certify that this document is a true copy of the Memorandum and Articles of Association of Hewlett-Packard Limited after alteration in accordance with a special resolution passed on 3rd April 1961

[Signature]
S. E. E. E. E.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

690597/84.

MEMORANDUM
and
ARTICLES OF ASSOCIATION
of
HEWLETT-PACKARD LIMITED

Incorporated the 24th day of April 1961

Dundas & Wilson, C.S.,
25 Charlotte Square,
EDINBURGH EH2 4EZ



THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

HEWLETT-PACKARD LIMITED

1. The name of the Company is "HEWLETT-PACKARD LIMITED". ✓
2. The registered office of the Company will be situate in England. ✓
3. The objects for which the Company is established are:-
 - (A) To carry on in all or any of their branches the business of electrical and electronic engineers, nuclear engineers, electricians, instrument makers, constructors, designers, manufacturers and suppliers of and dealers in electrical and electronic apparatus and instruments of all kinds. *John*
 - (B) To undertake, perform and carry out all or any experiments, works, functions, operations and services whatsoever in connection with all or any of the activities specified in this clause or any future developments thereof, and whether on the Company's own account or on behalf of its customers or any other persons whomsoever.
 - (C) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.
 - (D) To manufacture, buy, sell and generally deal in, any plant, materials, machinery, tools, goods or things of any description, which in the opinion of the Directors of the Company may be conveniently/

conveniently dealt with by the Company in connection with any of its objects.

- (E) To purchase, take on lease, exchange, hire or otherwise acquire and hold for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.
- (F) To borrow or raise money upon such terms and on such security (if any) as may be considered expedient and in particular by the issue or deposit of notes, debentures or debenture stock (whether perpetual or not) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital.
- (G) To apply for, purchase or otherwise acquire any designs, trade marks, patents, 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, process or system 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 use, exercise, develop, grant licences in respect of, or otherwise turn to account any right and information so acquired.
- (H) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, or securities of any other company having objects wholly or in part similar to the objects of the Company or carrying on any business in the opinion of the Directors of the Company capable of being conducted so as directly or indirectly to benefit the Company.
- (I) To purchase or otherwise acquire all or any part of the business, property and liabilities of any person, firm or company carrying on /

on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith or which in the opinion of the Directors of the Company is capable of being conducted so as directly or indirectly to benefit the Company, and to conduct and carry on, or liquidate and wind up, any such business.

- (J) To pay for any property or rights acquired by the Company, either in cash or shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (K) To accept payment for any property or rights sold or otherwise disposed of or dealt with or for any services rendered 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 Company may determine, and to hold, deal with or dispose of any consideration so received.
- (L) 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 may be agreed upon.
- (M) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investment /

investments and securities (including land of any tenure in any part of the world) and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities.

- (N) To lend money or give credit to such persons, firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies.
- (O) To enter into any arrangement with any government or other authority, supreme, municipal, local or otherwise, and to obtain from any such government or authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company.
- (P) To enter into partnership or into any arrangements for joint working in business or for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (Q) To grant pensions, allowances, gratuities, and bonuses to the officers, ex-officers (including Directors and ex-Directors), employees or ex-employees of the Company or of any subsidiary, allied or associated company or of the predecessors in business or all or any of them or the families, dependants or connections of such persons, and to make payments towards insurance and to establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit such persons.
- (R) To subscribe or guarantee money for charitable or benevolent objects /

objects or for any exhibition or for any useful object of a public or general nature.

- (S) To undertake and execute any trusts the undertaking whereof may seem desirable, and either gratuitously or otherwise.
- (T) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient.
- (U) To promote, finance, or assist any other company for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (V) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, script, warrants and other transferable or negotiable instruments.
- (W) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital to be made except with the sanction (if any) for the time being required by law.
- (X) To procure the Company to be registered in any country or place outside Great Britain.
- (Y) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.
- (Z) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

IT IS HEREBY DECLARED that where the context so admits the word "company" /

"company" in this clause shall be deemed to include any partnership or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act, 1948.

4. The liability of the Members is limited.

* 5. The share capital of the Company is £100 divided into 100 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.

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
Hewlett-Packard S.A. Rue de Vieux Billard Geneva, Switzerland Wm. P. Doolittle Managing Director for and on behalf of Hewlett-Packard S.A.	One
Wm. P. Doolittle Rue de Vieux Billard Geneva, Switzerland Managing Director	One

DATED the 5th day of April 1961

Witness to the above signatures:-

L.E.P. Tyler
St. Swithin's House
Walbrook
London E.C.4
Solicitor

* The Share Capital of the Company was increased to £200,000 divided into 200,000 shares of £1 each by Ordinary Resolution passed on 2nd April 1962.

The Share Capital of the Company was increased to £210,000 divided into 210,000 shares of £1 each by Ordinary Resolution passed on 8th October 1974.

7.
THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

HEWLETT-PACKARD LIMITED

As amended by Special Resolution passed 12th March 1978

PRELIMINARY - PRIVATE COMPANY

- Stal
private*
1. The Regulations contained in Parts I and II of Table "A" in the First Schedule to the Companies Act, 1948 (hereinafter called Table "A"), shall apply to the Company so far as the same are not excluded or varied hereby. Regulations 5, 24, 53, 66, 70, 71, 75, 76, 79, 89, 90, 91, 92, 93, 94, 106 and 108 of the said Part I and Regulation 5 of the said Part II shall not apply to the Company.
 2. References in Table "A" and in these Articles to "these Regulations" shall be construed as references to the Regulations of the Company for the time being in force, whether contained in Table "A" or in these Articles. Except as otherwise stated references herein to particular regulations of Table "A" are references to those contained in Part I thereof.

SHARE CAPITAL

VARIATION OF CLASS RIGHTS

3. If any such separate general meeting as is referred to in Regulation 4 of Table "A" shall be adjourned by reason of there being no quorum present and if at the adjourned meeting a quorum shall not be present within half an hour from the time appointed for such adjourned meeting, those holders of shares of the class in question who are present shall be a quorum and Regulation 4 of Table "A" shall be modified accordingly.

4. If any class of shares shall be issued with any preferential right to dividend or return of capital, the creation or issue of other shares, ranking pari passu with that class as regards either dividend or return of capital shall (unless otherwise expressly provided by the terms of issue of the said class) be deemed a variation of the rights of the holders of that class of shares.

LIEN

5. In Regulation 11 of Table "A" the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

MEMBERS' RESOLUTIONS

6. Subject to the provisions of the Act, a resolution in writing signed by all members of the Company who, at the date of such resolution, were entitled to receive notice of and to attend and vote at general meetings or their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys, and signature in the case of a corporate body which is a member shall be sufficient if made by a director thereof or its duly appointed attorney.

PROXIES

7. An instrument appointing a proxy may be in any usual or common form or in any other form which the directors may approve.

MEETINGS

8. At any general meeting a poll may be demanded by the Chairman or by any member entitled to vote present in person or by proxy and Regulation 58 of Table "A" shall be modified accordingly.
9. If at any general meeting any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate /

vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the Chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting.

DIRECTORS

10. Unless and until otherwise determined by the Company in general meeting the number of Directors shall not be less than two. The first Directors shall be appointed by the subscribers to the Memorandum of Association of the Company.
- 10A. A Director of the Company shall vacate his office at the conclusion of the annual meeting commencing next after he attains the age of 70 but such Director shall be eligible for re-election for further terms of one year only.
- 10B. At the Annual General Meeting held in the year 1979 and at every succeeding Annual General Meeting one half of the Directors, or, if their number is not a multiple of two, then the number nearest to, but not exceeding, one half shall (subject to the provisions of Article 107) retire from office and be eligible for re-election. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 10C. A Director shall, subject to Article 10B be appointed for a period of two years only.
11. The remuneration of the Non Executive directors shall from time to time be determined by General Meeting in accordance with the policies of the Hewlett-Packard Company. Such remuneration shall be deemed to accrue from day to day. The directors may also be paid all hotel, travelling and other expenses properly incurred by them in attending and/

and returning from meetings of the directors or general meetings of the company or in connection with the business of the company.

A managing or executive director shall receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) as may be determined by the chairman in accordance with the policies of the Hewlett-Packard Company.

Any director who by request performs special services or goes or resides abroad for any purpose of the company may receive such extra remuneration by way of salary, commission, percentage of profits or otherwise as may be determined in accordance with the policies of the Hewlett-Packard Company.

12. The Directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities.

13. A Director who is in any way either directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 199 of the Act. Subject to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and he shall be taken into account in ascertaining whether a quorum is present.

Paragraphs (2) and (4) of Regulation 84 of Table "A" shall not apply.

14. The last sentences of Regulations 95 and 97 of Table "A" shall not apply.

15. (a) One or more alternate Directors may be appointed for each Director. Such appointment shall be made and may be revoked by Ordinary Resolution of the Company.

(b)/

- (b) An alternate Director so appointed shall be an officer of the Company but shall not in respect of such appointment be entitled to receive any remuneration from the Company.
 - (c) An alternate Director shall be entitled to receive the same notice of all meetings of the Directors as if he were a Director, and to attend and vote as a Director at any such meeting at which the Director to whom he is appointed an alternate is not personally present and generally, whether at such meeting or otherwise, to perform all the functions of the Director to whom he is an alternate in the absence of such Director. Provided that where a Director has more than one alternate Director only one of those alternate Directors shall be entitled in the absence of the Director to whom he is appointed alternate, to attend and vote at the meetings of the Directors and generally to act on his behalf.
 - (d) An alternate Director shall cease to be an alternate Director if for any reason his appointment is revoked or the Director to whom he is an alternate ceases to be a Director.
16. A resolution in writing signed by all the Directors, or by their alternates, shall be as valid and effectual as if it has been passed at a duly convened Board Meeting. Any such resolution may consist of several documents in the like form each signed by one or more Directors or their alternates.

NOTICES

17. In Regulation 131 of Table "A", the words "in the case of a notice of a meeting" and all words after the words "the letter containing the same is posted" shall be omitted therefrom.

WINDING UP

18. In Regulation 135 of Table "A", the words "with the like sanction" shall be inserted immediately after the words "determine how such division",/

division", and the word "members" shall be substituted for the word "contributories".

Names, Addresses and Descriptions of Subscribers

Hewlett-Packard S.A., Rue de Vieux Billard 1, Geneva, Switzerland
(signed by William P. Doolittle, Managing Director for and on
behalf of Hewlett-Packard S.A.)

William P. Doolittle, Managing Director, Hewlett-Packard S.A.
Rue de Vieux Billard No. 1, Geneva, Switzerland

DATED the 5th day of April 1961.

Witness to the above signatures:-

L.E.P. Tyler
St. Swithin's House
Walbrook
London E.C.4
Solicitor

69054 / QG

HEWLETT-PACKARD LIMITED

MINUTES

of an Extraordinary meeting of the
Company held on 26th October 1981.

1. The following resolution regarding an increase of the Company's authorised capital was passed unanimously.

RESOLVED:

that the capital of the company be and is hereby increased to £1,000,000. divided into 1,000,000 Ordinary Shares of £1 each, by the creation of 790,000 Ordinary Shares of £1 each to rank pari passu in all respects with the existing Ordinary Shares of the Company.

2. A form of application from Hewlett-Packard S.A. applying for 799,995 shares of £1 each was produced and the receipt of £799,995 being payment in full therefor was reported.

It was RESOLVED

- (a) that 799,995 shares of £1 each, fully paid be and are hereby allotted to Hewlett-Packard S.A.
- (b) that the sealing and issue of share certificate No. 9 for 799,995 shares of £1 each, fully paid drawn in respect of said allotment, be and is hereby authorised.

I hereby certify the above to be a true copy of original resolutions duly passed by the members of the Company.



Chairman

[Signature]

4 Nov 81

G

THE COMPANIES ACTS 1948 TO 1976

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

27

690597

Name of Company

HEWLETT-PACKARD

Limited*

*delete if
inappropriate†delete as
appropriate

Note

This notice and a
printed copy of
the resolution
authorising the
increase must be
forwarded to the
Registrar of
Companies
within 15 days
after the passing
of the resolutionhereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]
[extraordinary] [special]† resolution of the company dated 26th October 1981the nominal capital of the company has been increased by the addition thereto of the sum of
£ 790,000 beyond the registered capital of £ 210,000A printed copy of the resolution authorising the increase is forwarded herewith
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
790,000 ✓	ORDINARY	£1

(If any of the new shares are preference shares state whether they are redeemable or not)
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows:RANKING PARI PASSU IN ALL RESPECTS
WITH THE EXISTING ORDINARY SHARES OF
THE COMPANYPlease tick here if
continued overleaf‡delete as
appropriate

Signed

[Director] [Secretary]‡ Date 26th October 1981.

Presentor's name, address and
reference (if any):John B. Penrose,
Hewlett-Packard Limited,
308/314 Kings Road,
READING,
Berkshire. RG1 4ES.For official use
General section

Post room



FILED
CIP SEC
10 11 81

6003000
/88

THE COMPANIES ACTS 1948 to 1967
COMPANY LIMITED BY SHARES

MEMORANDUM
and
ARTICLES OF ASSOCIATION
of
HEWLETT-PACKARD LIMITED

Incorporated the 24th day of April 1961

Dundas & Wilson, C.S.,
25 Charlotte Square,
EDINBURGH EH2 4EZ



THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

HEWLETT-PACKARD LIMITED

-
1. The name of the Company is "HEWLETT-PACKARD LIMITED".
 2. The registered office of the Company will be situate in England.
 3. The objects for which the Company is established are:-
 - (A) To carry on in all or any of their branches the business of electrical and electronic engineers, nuclear engineers, electricians, instrument makers, constructors, designers, manufacturers and suppliers of and dealers in electrical and electronic apparatus and instruments of all kinds.
 - (B) To undertake, perform and carry out all or any experiments, works, functions, operations and services whatsoever in connection with all or any of the activities specified in this clause or any future developments thereof, and whether on the Company's own account or on behalf of its customers or any other persons whomsoever.
 - (C) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.
 - (D) To manufacture, buy, sell and generally deal in, any plant, materials, machinery, tools, goods or things of any description, which in the opinion of the Directors of the Company may be conveniently/

conveniently dealt with by the Company in connection with any of its objects.

- (E) To purchase, take on lease, exchange, hire or otherwise acquire and hold for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.
- (F) To borrow or raise money upon such terms and on such security (if any) as may be considered expedient and in particular by the issue or deposit of notes, debentures or debenture stock (whether perpetual or not) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital.
- (G) To apply for, purchase or otherwise acquire any designs, trade marks, patents, 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, process or system 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 use, exercise, develop, grant licences in respect of, or otherwise turn to account any right and information so acquired.
- (H) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, or securities of any other company having objects wholly or in part similar to the objects of the Company or carrying on any business in the opinion of the Directors of the Company capable of being conducted so as directly or indirectly to benefit the Company.
- (I) To purchase or otherwise acquire all or any part of the business, property and liabilities of any person, firm or company carrying on /

on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith or which in the opinion of the Directors of the Company is capable of being conducted so as directly or indirectly to benefit the Company, and to conduct and carry on, or liquidate and wind up, any such business.

- (J) To pay for any property or rights acquired by the Company, either in cash or shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (K) To accept payment for any property or rights sold or otherwise disposed of or dealt with or for any services rendered 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 Company may determine, and to hold, deal with or dispose of any consideration so received.
- (L) 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 may be agreed upon.
- (M) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investment /

investments and securities (including land of any tenure in any part of the world) and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities.

- (N) To lend money or give credit to such persons, firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies.
- (O) To enter into any arrangement with any government or other authority, supreme, municipal, local or otherwise, and to obtain from any such government or authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company.
- (P) To enter into partnership or into any arrangements for joint working in business or for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (Q) To grant pensions, allowances, gratuities, and bonuses to the officers, ex-officers (including Directors and ex-Directors), employees or ex-employees of the Company or of any subsidiary, allied or associated company or of the predecessors in business or all or any of them or the families, dependants or connections of such persons, and to make payments towards insurance and to establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit such persons.
- (R) To subscribe or guarantee money for charitable or benevolent objects /

objects or for any exhibition or for any useful object of a public or general nature.

- (S) To undertake and execute any trusts the undertaking whereof may seem desirable, and either gratuitously or otherwise.
- (T) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient.
- (U) To promote, finance, or assist any other company for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (V) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, script, warrants and other transferable or negotiable instruments.
- (W) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital to be made except with the sanction (if any) for the time being required by law.
- (X) To procure the Company to be registered in any country or place outside Great Britain.
- (Y) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.
- (Z) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

IT IS HEREBY DECLARED that where the context so admits the word "company" /

"company" in this clause shall be deemed to include any partnership or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act, 1948.

4. The liability of the Members is limited.

* 5. The share capital of the Company is £100 divided into 100 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.

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
Hewlett-Packard S.A. Rue de Vieux Billard Geneva, Switzerland Wm. P. Doolittle Managing Director for and on behalf of Hewlett-Packard S.A.	One
Wm. P. Doolittle Rue de Vieux Billard Geneva, Switzerland Managing Director	One

DATED the 5th day of April 1961

Witness to the above signatures:-

L.E.P. Tyler
St. Swithin's House
Walbrook
London E.C.4
Solicitor

*The Share Capital of the Company was increased to £1,000,000 divided into 1,000,000 shares of £1 by Ordinary Resolution passed on 26th October 1981.

* The Share Capital of the Company was increased to £200,000 divided into 200,000 shares of £1 each by Ordinary Resolution passed on 2nd April 1962.

* The Share Capital of the Company was increased to £210,000 divided into 210,000 shares of £1 each by Ordinary Resolution passed on 8th October 1974.

7.
THE COMPANIES ACTS 1948 to 1967
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
of
HEWLETT-PACKARD LIMITED

As amended by Special Resolution passed 12th March 1978

PRELIMINARY - PRIVATE COMPANY

1. The Regulations contained in Parts I and II of Table "A" in the First Schedule to the Companies Act, 1948 (hereinafter called Table "A"), shall apply to the Company so far as the same are not excluded or varied hereby. Regulations 5, 24, 53, 66, 70, 71, 75, 76, 79, 89, 90, 91, 92, 93, 94, 106 and 108 of the said Part I and Regulation 5 of the said Part II shall not apply to the Company.
2. References in Table "A" and in these Articles to "these Regulations" shall be construed as references to the Regulations of the Company for the time being in force, whether contained in Table "A" or in these Articles. Except as otherwise stated references herein to particular regulations of Table "A" are references to those contained in Part I thereof.

SHARE CAPITAL

VARIATION OF CLASS RIGHTS

3. If any such separate general meeting as is referred to in Regulation 4 of Table "A" shall be adjourned by reason of there being no quorum present and if at the adjourned meeting a quorum shall not be present within half an hour from the time appointed for such adjourned meeting, those holders of shares of the class in question who are present shall be a quorum and Regulation 4 of Table "A" shall be modified accordingly.

4. If any class of shares shall be issued with any preferential right to dividend or return of capital, the creation or issue of other shares, ranking pari passu with that class as regards either dividend or return of capital shall (unless otherwise expressly provided by the terms of issue of the said class) be deemed a variation of the rights of the holders of that class of shares.

LIEN

5. In Regulation 11 of Table "A" the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

MEMBERS' RESOLUTIONS

6. Subject to the provisions of the Act, a resolution in writing signed by all members of the Company who, at the date of such resolution, were entitled to receive notice of and to attend and vote at general meetings or their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys, and signature in the case of a corporate body which is a member shall be sufficient if made by a director thereof or its duly appointed attorney.

PROXIES

7. An instrument appointing a proxy may be in any usual or common form or in any other form which the directors may approve.

MEETINGS

8. At any general meeting a poll may be demanded by the Chairman or by any member entitled to vote present in person or by proxy and Regulation 58 of Table "A" shall be modified accordingly.
9. If at any general meeting any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate /

vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the Chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting.

DIRECTORS

10. Unless and until otherwise determined by the Company in general meeting the number of Directors shall not be less than two. The first Directors shall be appointed by the subscribers to the Memorandum of Association of the Company.
- 10A. A Director of the Company shall vacate his office at the conclusion of the annual meeting commencing next after he attains the age of 70 but such Director shall be eligible for re-election for further terms of one year only.
- 10B. At the Annual General Meeting held in the year 1979 and at every succeeding Annual General Meeting one half of the Directors, or, if their number is not a multiple of two, then the number nearest to, but not exceeding, one half shall (subject to the provisions of Article 107) retire from office and be eligible for re-election. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 10C. A Director shall subject to Article 10B be appointed for a period of two years only.
11. The remuneration of the Non Executive directors shall from time to time be determined by General Meeting in accordance with the policies of the Hewlett-Packard Company. Such remuneration shall be deemed to accrue from day to day. The directors may also be paid all hotel, travelling and other expenses properly incurred by them in attending and/

and returning from meetings of the directors or general meetings of the company or in connection with the business of the company.

A managing or executive director shall receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) as may be determined by the chairman in accordance with the policies of the Hewlett-Packard Company.

Any director who by request performs special services or goes or resides abroad for any purpose of the company may receive such extra remuneration by way of salary, commission, percentage of profits or otherwise as may be determined in accordance with the policies of the Hewlett-Packard Company.

12. The Directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities.
13. A Director who is in any way either directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 199 of the Act. Subject to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and he shall be taken into account in ascertaining whether a quorum is present.
Paragraphs (2) and (4) of Regulation 84 of Table "A" shall not apply.
14. The last sentences of Regulations 95 and 97 of Table "A" shall not apply.
15. (a) One or more alternate Directors may be appointed for each Director. Such appointment shall be made and may be revoked by Ordinary Resolution of the Company.

(b)/

- (b) An alternate Director so appointed shall be an officer of the Company but shall not in respect of such appointment be entitled to receive any remuneration from the Company.
 - (c) An alternate Director shall be entitled to receive the same notice of all meetings of the Directors as if he were a Director, and to attend and vote as a Director at any such meeting at which the Director to whom he is appointed an alternate is not personally present and generally, whether at such meeting or otherwise, to perform all the functions of the Director to whom he is an alternate in the absence of such Director. Provided that where a Director has more than one alternate Director only one of those alternate Directors shall be entitled in the absence of the Director to whom he is appointed alternate, to attend and vote at the meetings of the Directors and generally to act on his behalf.
 - (d) An alternate Director shall cease to be an alternate Director if for any reason his appointment is revoked or the Director to whom he is an alternate ceases to be a Director.
16. A resolution in writing signed by all the Directors, or by their alternates, shall be as valid and effectual as if it has been passed at a duly convened Board Meeting. Any such resolution may consist of several documents in the like form each signed by one or more Directors or their alternates.

NOTICES

17. In Regulation 131 of Table "A", the words "in the case of a notice of a meeting" and all words after the words "the letter containing the same is posted" shall be omitted therefrom.

WINDING UP

18. In Regulation 135 of Table "A", the words "with the like sanction" shall be inserted immediately after the words "determine how such division",/

division", and the word "members" shall be substituted for the word "contributories".

Names, Addresses and Descriptions of Subscribers

Hewlett-Packard S.A., Rue de Vieux Billard 1, Geneva, Switzerland
(signed by William P. Doolittle, Managing Director for and on
behalf of Hewlett-Packard S.A.)

William P. Doolittle, Managing Director, Hewlett-Packard S.A.
Rue de Vieux Billard No. 1, Geneva, Switzerland

DATED the 5th day of April 1961.

Witness to the above signatures:-

L.E.P. Tyler
St. Swithin's House
Walbrook
London E.C.4
Solicitor

G

THE COMPANIES ACTS 1948 TO 1976

Notice of place where register of members is kept or of any change in that place

Pursuant to section 110(3) of the Companies Act 1948 as amended by the Companies Act 1976

Please do not write in this binding margin



Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

Company number

189

690597

Name of company

*delete if inappropriate

Hewlett-Packard	Limited*
-----------------	----------

hereby gives you notice in accordance with section 110(3) of the Companies Act 1948 that the register of members is now kept at:

Nine Mile Ride,
Easthampstead,
Wokingham,
Berkshire RG11 3LL.

in lieu of*

308-314 Kings Road,
Reading,
Berkshire RG1 4ES.

where it was previously kept

*delete as appropriate

Signed

John B. Penrose

~~Director~~

[Secretary]† Date 6th January 1982.

Presentor's name, address and reference (if any):

John B. Penrose, Secretary,
Hewlett-Packard Limited,
Nine Mile Ride,
Easthampstead,
Wokingham,
Berkshire RG11 3LL.

For official use
General section

Post room



G

THE COMPANIES ACTS 1948 TO 1976

Notice of place where register of directors' interests in shares etc. is kept or of any change in that place

Pursuant to section 29(8) of the Companies Act 1967 as amended by the Companies Act 1976

27

Please do not write in this binding margin



Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

Company number

90

690597

Name of company

Hewlett-Packard

Limited*

*delete if inappropriate

hereby gives you notice, in accordance with section 29(8) of the Companies Act 1967 as amended by the Companies Act 1976, that the register of directors' interests in shares in, or debentures of, the company or any other body corporate, being the company's subsidiary or holding company or a subsidiary of the company's holding company, is kept at:

Nine Mile Ride,
Easthampstead

Wokingham,

Berkshire RG11 3LL.

†delete as appropriate

Signed John B. Penrose

~~Director~~ [Secretary]† Date 6th January 1982.

Presentor's name, address and reference (if any):

John B. Penrose, Secretary.
Hewlett-Packard Limited,
Nine Mile Ride,
Easthampstead,
Wokingham,
Berkshire RG11 3LL.

For official use
General section

Post room



No. of Company 690597

Form No. 102
(No registration
fee payable)

THE COMPANIES ACTS 1948 TO 1967

Notice of place where a register of holders of debentures
or a duplicate thereof is kept or of any change in that place

Pursuant to Section 86(3) of the Companies Act 1948

To the Registrar of Companies

Name of Company Hewlett-Packard Limited*

hereby gives you notice, in accordance with subsection (3) of Section 86 of the Companies Act 1948 that
a register of holders of debentures of the company is kept at

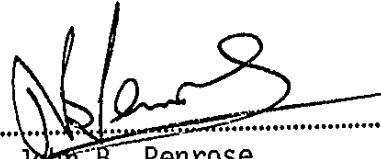
Nine Mile Ride,

Easthampstead,

Wokingham,

Berkshire RG11 3LL.

**Delete "Limited" if not applicable*

Signed 
John B. Penrose

State whether Secretary
Director or Secretary

Date 6th January 1982.

Presented by:

John B. Penrose, Secretary,
Hewlett-Packard Limited,
Nine Mile Ride,
Easthampstead,
Wokingham, Berkshire RG11 3LL.

Presentor's reference:

Cdf 2917/1/2075 1m 40/78 TP

Margin reserved for binding



No. 690597

109

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THE COMPANIES ACT 1985

SPECIAL RESOLUTION

of

HEWLETT-PACKARD LIMITED

passed on 11th day of February 1987

IT WAS RESOLVED THAT:

The regulations set forth in the document produced to the meeting and for the purpose of indentification signed by the Chairman hereof, be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all the existing articles thereof.

A handwritten signature in dark ink, appearing to read 'R D Thompson', is written over a dotted line.

R D Thompson
Secretary



new Articles of Association referred to in a Special Resolution of Hewlett-Packard Limited passed on 11 February 1987.

Signed
Franco Mariotti,
Chairman

No. 690597

Date 11 February 1987

THE COMPANIES ACT 1948

- and -

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

NEW
ARTICLES OF ASSOCIATION

OF

HEWLETT-PACKARD LIMITED

(Adopted by Special Resolution
passed on 11th February, 1987)

PRELIMINARY

1. Regulations 8 to 22 (inclusive) of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 shall apply to the Company. Save as aforesaid, none of the regulations contained or incorporated in the said Table A shall apply to the Company except so far as the same are contained or repeated in these Articles. None of the regulations referred to in Section 31(8)(b) of the Companies Consolidation (Consequential Provisions) Act 1985 shall apply to the Company.
2. These Articles shall take effect subject to the requirements of the Act and of every other Act for the

time being in force affecting the Company (hereinafter referred to as "the Statutes").

INTERPRETATION

3. In these Articles:-

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"executed" includes any mode of execution.

"office" means the registered office of the Company.

"the holder" in relation to shares means the member whose name is entered in the register of members as the holder of the shares.

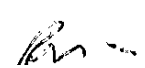
"the seal" means the common seal of the Company.

"Secretary" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary.

"the United Kingdom" means Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company.

SHARE CAPITAL

4. Subject to the provisions of the Act and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions as the Company may by ordinary resolution determine.
- 

5. (A) Save as provided by contract or these Articles to the contrary and if and to the extent permitted by or pursuant to the Statutes (including, without limiting the foregoing, by any authority of the Company for the purposes of Section 80 of the Act), all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise deal with or dispose of the same to such persons, at such times and generally on such terms as they think proper.
- (B) Section 89(1) of the Act (which regulates the power to allot equity securities, as defined in Section 94 of the Act) is excluded.
6. Subject to the provisions of the Act, shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the Company or the holder on such terms and in such manner as may be provided by these Articles.
7. The Company may exercise the powers of paying commissions conferred by the Act. Subject to the provisions of the Act, any such commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one way and partly in the other.
8. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust and (except as otherwise provided by these Articles or by law) the Company shall not be bound by or recognise any interest in any share except an absolute right to the entirety thereof in the holder.

SHARE CERTIFICATES

9. Every member, upon becoming the holder of any shares, shall be entitled without payment to one certificate for all the shares of each class held by him (and, upon transferring a part of his holding of shares of any class, to a certificate for the balance of such holding) or several certificates each for one or more of his shares upon payment for every certificate after the first of such reasonable sum as the Directors may determine. Every certificate shall be sealed with the seal and shall specify the number, class and distinguishing numbers (if any) of the shares to which

it relates and the amount or respective amounts paid up thereon. The Company shall not be bound to issue more than one certificate for shares held jointly by several persons and delivery of a certificate to one joint holder shall be a sufficient delivery to all of them.

10. If a share certificate is defaced, worn-out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and payment of the expenses reasonably incurred by the Company in investigating evidence as the Directors may determine but otherwise free of charge, and (in the case of defacement or wearing-out) on delivery up of the old certificate.

TRANSFER OF SHARES

11. The instrument of transfer of a share may be in any usual form or in any other form which the Directors may approve and shall be executed by or on behalf of the transferor and, unless the share is fully paid, by or on behalf of the transferee.
12. The Directors may refuse to register the transfer of a share which is not fully paid to a person of whom they do not approve and they may refuse to register the transfer of a share on which the Company has a lien. They may also refuse to register a transfer unless:-
 - (a) it is lodged at the office or at such other place as the Directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer;
 - (b) it is in respect of only one class of shares; and
 - (c) it is in favour of not more than four transferees.
13. If the Directors refuse to register a transfer of a share, they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.
14. The registration of transfers of shares or of transfers of any class of shares may be suspended at such times and for such periods (not exceeding thirty days in any year) as the Directors may determine.

15. No fee shall be charged for the registration of any instrument of transfer or other document relating to or affecting the title to any share.
16. The Company shall be entitled to retain any instrument of transfer which is registered, but any instrument of transfer which the Directors refuse to register shall be returned to the person lodging it when notice of the refusal is given.

TRANSMISSION OF SHARES

17. If a member dies the survivor or survivors where he was a joint holder, and his personal representatives where he was a sole holder or the only survivor of joint holders, shall be the only persons recognised by the Company as having any title to his interest; but nothing herein contained shall release the estate of a deceased member from any liability in respect of any share which had been jointly held by him.
18. A person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as the Directors may properly require, elect either to become the holder of the share or to have some person nominated by him registered as the transferee. If he elects to become the holder he shall give notice to the Company to that effect. If he elects to have another person registered he shall execute an instrument of transfer of the share to that person. All the provisions of these Articles relating to the transfer of shares shall apply to the notice or instrument of transfer as if it were an instrument of transfer executed by the member and the death or bankruptcy of the member had not occurred.
19. A person becoming entitled to a share in consequence of the death or bankruptcy of a member shall have the rights to which he would be entitled if he were the holder of the share, except that he shall not, before being registered as the holder of the share, be entitled in respect of it to attend or vote at any meeting of the Company or at any separate meeting of the holders of any class of shares in the Company.

ALTERATION OF SHARE CAPITAL

20. The Company may by ordinary resolution:-
- (a) increase its share capital by new shares of such amount as the resolution prescribes;
 - (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (c) subject to the provisions of the Act, sub-divide its shares, or any of them, into shares of smaller amount and the resolution may determine that, as between the shares resulting from the sub-division, any of them may have any preference or advantage as compared with the others; and
 - (d) cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.
21. Whenever as a result of a consolidation of shares any members would become entitled to fractions of a share, the Directors may, on behalf of those members, sell the shares representing the fractions for the best price reasonably obtainable to any person (including, subject to the provisions of the Act, the Company) and distribute the net proceeds of sale in due proportion among those members, and the Directors may authorise some person to execute an instrument of transfer of the shares to, or in accordance with the directions of, the purchaser. The transferee shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity in or invalidity of the proceedings in reference to the sale.
22. Subject to the provisions of the Act, the Company may by special resolution reduce its share capital, any capital redemption reserve and any share premium account in any way.

PURCHASE OF OWN SHARES

23. Subject to the provisions of the Act, the Company may purchase its own shares (including any redeemable

shares) and, if it is a private company, make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

GENERAL MEETINGS

24. All general meetings other than annual general meetings shall be called extraordinary general meetings.
25. The Directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Directors to call a general meeting, any Director or any member of the Company may call a general meeting.

NOTICE OF GENERAL MEETINGS

26. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a Director shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:-
 - (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent. in nominal value of the shares giving that right.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

Subject to the provisions of these Articles and to any restrictions imposed on any shares, the notice shall be given to all the members, to all persons entitled to a

share in consequence of the death or bankruptcy of a member and to the Directors and auditors.

27. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

28. No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
29. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine.
30. The chairman, if any, of the Board of Directors or in his absence some other Director nominated by the Directors shall preside as chairman of the meeting, but if neither the chairman nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be chairman and, if there is only one Director present and willing to act, he shall be chairman.
31. If no Director is willing to act as chairman, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
32. A Director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares in the Company.
33. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be

transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

34. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:-
- (a) by the chairman; or
 - (b) by at least two members having the right to vote at the meeting; or
 - (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
 - (d) by a member or members holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right;
- and a demand by a person as proxy for a member shall be the same as a demand by the member.
35. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
36. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have

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invalidated the result of a show of hands declared before the demand was made.

37. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
38. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
39. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
40. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
41. A resolution in writing signed or approved by letter, telex, facsimile transmission or cable by all the members of the Company who would be entitled to vote upon it if it had been duly proposed at a general meeting or at a meeting of any class of members of the Company, or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a general meeting or at such class meeting of the Company (as the case may be) duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys (or, in the case of a member which is a body

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corporate, by a Director thereof or by a duly appointed representative).

VOTES OF MEMBERS

42. Subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or by a proxy appointed in accordance with Section 372 of the Act or (being a corporation) is present by such a proxy or by a duly authorised representative, shall have one vote provided that no person present shall be entitled to more than one vote on a show of hands save as provided in Article 38. On a poll every member shall have one vote for every share of which he is the holder.
43. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and seniority shall be determined by the order in which the names of the holders stand in the register of members.
44. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with these Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
45. No member shall vote at any general meeting or at any separate meeting of the holders of any class of shares in the Company, either in person or by proxy, in respect of any share held by him unless all moneys presently payable by him in respect of that share have been paid.

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46. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
47. On a poll votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion.
48. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve):-

"

Limited

I/We, _____, of _____,
 being a member/members of the above-named Company,
 hereby appoint _____
 of _____
 or failing him, _____ of _____,
 as my/our proxy to vote in my/our name[s] and on my/our
 behalf at the annual/extraordinary general meeting of
 the Company to be held on _____ 19____, and at
 any adjournment thereof.

Signed on _____

19 ____."

49. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve):-

"

Limited

I/We, _____, of _____,
 being a member/members of the above-named Company,
 hereby appoint _____
 of _____, or
 failing him _____ of _____,
 as my/our proxy to vote in my/our name[s] and on my/our
 behalf at the annual/extraordinary general meeting of
 the Company, to be held on _____ 19____, and at
 any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:-

Resolution No. 1 *for *against
Resolution No. 2 *for *against

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this day of 19 ."

50. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors may:-
- (a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
 - (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Secretary or to any Director;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

51. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office or at such other place at which

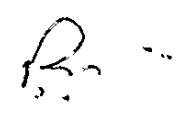
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the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

NUMBER OF DIRECTORS

52. Unless otherwise determined by ordinary resolution, the number of Directors shall not be subject to any maximum but shall be not less than two.

POWERS OF DIRECTORS

53. Subject to the provisions of the Act, the Memorandum and these Articles and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Memorandum or these Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Directors by the Articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.
54. Without prejudice to any other of their powers, the Directors may exercise any of the powers conferred by Section 719 of the Act to make, for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries, provision in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or that subsidiary, notwithstanding that the exercise of any of such powers may not be in the best interests of the Company.
55. The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.
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DELEGATION OF DIRECTORS' POWERS

56. The Directors may delegate any of their powers to any committee consisting of one or more Directors. They may also delegate to any Managing Director or any Director holding any other office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of Directors so far as they are capable of applying.

APPOINTMENT AND RETIREMENT OF DIRECTORS

57. The holders for the time being of a majority of the Ordinary Shares of the Company for the time being in issue may from time to time appoint any person or persons as a Director or Directors of the Company and may remove any or all of the Directors for the time being. Any such appointment or removal shall be made in writing signed by the holder or holders for the time being of the majority of the Ordinary Shares of the Company for the time being in issue and, in the case of a body corporate holding any such shares, the signature of any one of its Directors or its duly appointed representative shall suffice. Any such appointment or removal shall take effect on and from the time at which it is lodged at the office.
58. At every annual general meeting one-half of the Directors (excluding any Director vacating office pursuant to Article 66) or, if their number is not a multiple of two, the number nearest to (but not exceeding) one-half shall retire from office.
59. Subject to the provisions of the Act, the Directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
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60. If the Company, at the meeting at which a Director retires by rotation, does not fill the vacancy the retiring Director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Director is put to the meeting and lost.
61. No person other than a Director retiring by rotation or a Director vacating office pursuant to Article 66 shall be appointed or reappointed a Director at any general meeting unless:-
- (a) he is recommended by the Directors; or
 - (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Company's register of Directors together with notice executed by that person of his willingness to be appointed or reappointed.
62. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a Director retiring by rotation at the meeting or a Director vacating office pursuant to Article 66) who is recommended by the Directors for appointment or reappointment as a Director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment or reappointment as a Director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Company's register of Directors.
63. Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director and may also determine the rotation in which any additional Directors are to retire.
64. The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an

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additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with these Articles as the maximum number of Directors. A Director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the Directors who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.

65. Subject as aforesaid, a Director who retires at an annual general meeting may, if willing to act, be reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.
66. (A) Without prejudice to the provisions of Article 57, a Director shall vacate his office at the conclusion of the annual general meeting commencing next after he attains the age of 70.
- (B) A Director vacating office pursuant to paragraph (A) of this Article may, if willing to act, be reappointed as a Director for any subsequent period or periods ending, in each case, at the conclusion of the annual general meeting next following that at which he was last reappointed as a Director pursuant to this Article.
- (C) A Director vacating office pursuant to paragraph (A) of this Article shall not be taken into account in determining the Directors who are to retire by rotation at any annual general meeting.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

67. The office of a Director shall be vacated if:-
 - (a) he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or
 - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) he is, or may be, suffering from mental disorder and either:-
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under

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the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or

- (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (d) he resigns his office by notice to the Company; or
- (e) he shall for more than six consecutive months have been absent without permission of the Directors from meetings of Directors held during that period and the Directors resolve that his office be vacated; or
- (f) he is removed from office in accordance with Article 57 above.

REMUNERATION OF DIRECTORS

68. The Directors shall be entitled to such remuneration as the Company may by ordinary resolution determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.

DIRECTORS' EXPENSES

69. The Directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors or general meetings or separate meetings of the holders of any class of shares or of debentures of the Company or otherwise in connection with the discharge of their duties.

DIRECTORS' APPOINTMENTS AND INTERESTS

70. Subject to the provisions of the Act, the Directors may appoint one or more of their number to the office of Managing Director or to any other executive office under the Company and may enter into an agreement or arrangement with any Director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a Director. Any such appointment, agreement or arrangement may be

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made upon such terms as the Directors determine and they may remunerate any such Director for his services as they think fit. Any appointment of a Director to an executive office shall terminate if he ceases to be a Director but without prejudice to any claim to damages for breach of the contract of service between the Director and the Company.

71. Subject to the provisions of the Act, and provided that he has disclosed to the Directors the nature and extent of any material interest of his, a Director notwithstanding his office:-

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
- (b) may be a Director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
- (c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

72. For the purposes of Article 71:-


- (a) a general notice given to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

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DIRECTORS' GRATUITIES AND PENSIONS

73. The Directors may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any Director who has held but no longer holds any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

PROCEEDINGS OF DIRECTORS

74. Subject to the provisions of these Articles, the Directors may regulate their proceedings as they think fit. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Directors. Notices of meetings of the Directors shall be given to all Directors. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.
75. The quorum for the transaction of the business of the Directors may be fixed by the Directors and, unless so fixed at any other number, shall be two.
76. The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number, but, if the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
77. The Directors may appoint one of their number to be the chairman of the Board of Directors and may at any time remove him from that office. Unless he is unwilling to do so, the Director so appointed shall preside at every meeting of Directors at which he is present. But if there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be chairman of the meeting.
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78. All acts done by a meeting of Directors, or of a committee of Directors, or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.
79. (A) A resolution in writing signed by all the Directors or by all the members of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held and may consist of several documents in the like form each signed by one or more of the Directors or (as the case may be) the members of the committee of Directors concerned.
- (B) This Article shall be construed as if the word "signed" included "approved by letter, telex, facsimile transmission or cable".
80. A Director who is in any way directly or indirectly interested in any contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 317 of the Act. Subject to such disclosure, a Director may vote as a Director on any resolution concerning any matter in which he has, directly or indirectly, an interest or duty and, if he shall so vote, his vote shall be counted and he shall be reckoned in estimating a quorum when any such resolution or matter is under consideration.
81. Where proposals are under consideration concerning the appointment of two or more Directors to offices or employments with the Company or any body corporate in which the Company is interested, the proposals may be divided and considered in relation to each Director separately and (provided he is not for another reason precluded from voting) each of the Directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.

82. If a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive.

SECRETARY

83. Subject to the provisions of the Act, the Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

MINUTES

84. The Directors shall cause minutes to be made in books kept for the purpose:-
- (a) of all appointments of officers 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, and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting.

THE SEAL

85. The seal shall only be used by the authority of the Directors or of a committee of Directors authorised by the 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 by a second Director.

DIVIDENDS

86. Subject to the provisions of the Act, the Company may by ordinary resolution declare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the Directors.
87. Subject to the provisions of the Act, the Directors may pay interim dividends if it appears to them that they are justified by the profits of the Company available

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for distribution. If the share capital is divided into different classes, the Directors may pay interim dividends on shares which confer deferred or non-preferred rights with regard to dividend as well as on shares which confer preferential rights with regard to dividend, but no interim dividend shall be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear. The Directors may also pay at intervals settled by them any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment. Provided the Directors act in good faith they shall not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on any shares having deferred or non-preferred rights.

88. Except as otherwise provided by the rights attached to shares, all dividends shall be declared and paid according to the amounts paid up on the shares on which the dividend is paid. All dividends shall be apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid; but, if any share is issued on terms providing that it shall rank for dividend as from a particular date, that share shall rank for dividend accordingly.
89. A general meeting declaring a dividend may, upon the recommendation of the Directors, direct that it shall be satisfied wholly or partly by the distribution of assets and, where any difficulty arises in regard to the distribution, the Directors may settle the same and in particular may issue fractional certificates and fix the value for distribution of any assets and may determine that cash shall be paid to any member upon the footing of the value so fixed in order to adjust the rights of members and may vest any assets in trustees.
90. Any dividend or other moneys payable in respect of a share may be paid by cheque sent by post to the registered address of the person entitled or, if two or more persons are the holders of the share or are jointly entitled to it by reason of the death or bankruptcy of the holder, to the registered address of that one of those persons who is first named in the register of members or to such person and to such

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address as the person or persons entitled may in writing direct. Every cheque shall be made payable to the order of the person or persons entitled or to such other person as the person or persons entitled may in writing direct and payment of the cheque shall be a good discharge to the Company. Any joint holder or other person jointly entitled to a share as aforesaid may give receipts for any dividend or other moneys payable in respect of the share.

91. No dividend or other moneys payable in respect of a share shall bear interest against the Company unless otherwise provided by the rights attached to the share.
92. Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall, if the Directors so resolve, be forfeited and cease to remain owing by the Company.

ACCOUNTS

93. No member shall (as such) have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the Directors or by ordinary resolution of the Company.

CAPITALISATION OF PROFITS

94. The Directors may with the authority of an ordinary resolution of the Company:-
 - (a) subject as hereinafter provided, resolve to capitalise any undivided profits of the Company not required for paying any preferential dividend (whether or not they are available for distribution) or any sum standing to the credit of the Company's share premium account or capital redemption reserve;
 - (b) appropriate the sum resolved to be capitalised to the members who would have been entitled to it if it were distributed by way of dividend and in the same proportions and apply such sum on their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by them respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to that sum, and allot the shares or debentures credited as fully paid to

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those members, or as they may direct, in those proportions, or partly in one way and partly in the other; but the share premium account, the capital redemption reserve and any profits which are not available for distribution may, for the purposes of this Article, only be applied in paying up unissued shares to be allotted to members credited as fully paid;

- (c) make such provision by the issue of fractional certificates or by payment in cash or otherwise as they determine in the case of shares or debentures becoming distributable under this Article in fractions; and
- (d) authorise any person to enter on behalf of all the members concerned into an agreement with the Company providing for the allotment to them respectively, credited as fully paid, of any shares or debentures to which they are entitled upon such capitalisation, any agreement made under such authority being binding on all such members.

NOTICES

- 95. Any notice to be given to or by any person pursuant to these Articles shall be in writing except that a notice calling a meeting of the Directors need not be in writing.
- 96. The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders.
- 97. A member present, either in person or by proxy, at any meeting of the Company or of the holders of any class of shares in the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 98. Every person who becomes entitled to a share shall be bound by any notice in respect of that share which, before his name is entered in the register of members,

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has been duly given to a person from whom he derives his title.

99. Proof that:

- (a) an envelope containing a notice was properly addressed, prepaid and posted (by first class post, where available); or
- (b) a telex or facsimile transmission setting out the terms of the notice was properly despatched

shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 24 hours after the envelope containing it was so posted or, in the case of telex or facsimile transmission, when so despatched.

100. A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending or delivering it, in any manner authorised by these Articles for the giving of notice to a member, addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt or by any like description at the address, if any, supplied for that purpose by the persons claiming to be so entitled. Until such an address has been supplied, a notice may be given in any manner in which it might have been given if the death or bankruptcy had not occurred.

WINDING UP

101. If the Company is wound up, the liquidator may, with the sanction of an extraordinary resolution of the Company and any other sanction required by the Act, divide among the members in specie the whole or any part of the assets of the Company and may, for that purpose, value any assets and determine how the division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as he with the like sanction determines, but no member shall be compelled to accept any assets upon which there is a liability.

AB

INDEMNITY

102. Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

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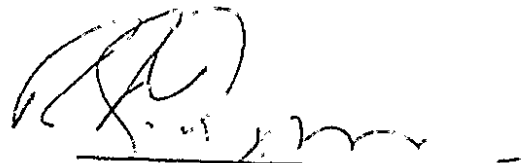
HEWLETT-PACKARD LIMITED

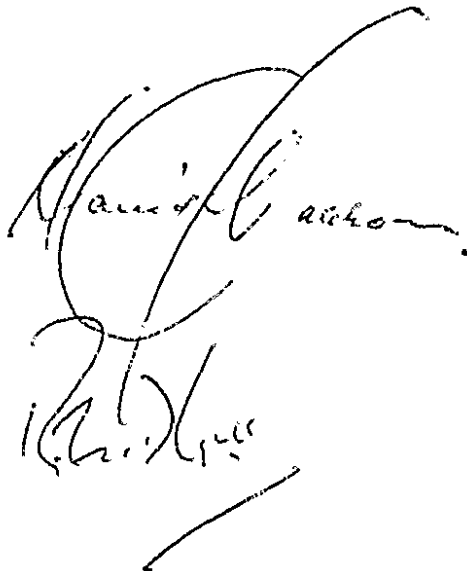
At an EXTRAORDINARY GENERAL MEETING of the COMPANY held at Pinewood on 31st July 1989 the following Resolutions were passed as an Ordinary resolution:

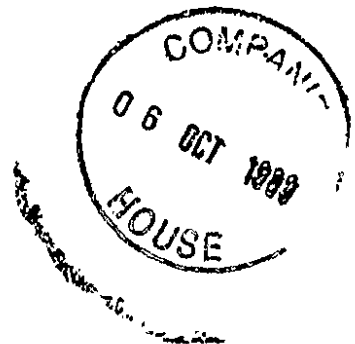
THAT

1. That the capital of the Company be increased from £1 million to £100 million by the creation of 99 million shares of £1.00 each to rank pari passu in all respects with the existing shares in the capital of the Company.
2. That upon the recommendation of the Directors, the sum of £38 million being part of the accumulated capital and revenue reserves, be capitalised and appropriated as capital to and among the holders of the one million shares of £1 each in the capital of the Company as appearing in the register of members as at the close of business on the 31st day of July 1989 and that the Directors be authorised and directed to apply such sum in paying up in full 38 million shares of £1 each in the capital of the Company and to allot and distribute such new shares credited as fully paid, to and among the holders of the shares at the rate of 38 such new shares for every one existing share(s) held by them.

Dated: 31st July 1989


Secretary


Chairman



Notice of increase in nominal capital

123

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

--	--	--	--	--	--

690597

Name of company

* HEWLETT-PACKARD LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 31ST JULY 1989 the nominal capital of the company has been increased by £ 99 MILLION beyond the registered capital of £ 1 MILLION.

A copy of the resolution authorising the increase is attached.⁵

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follow:

PARI PASSU WITH EXISTING ORDINARY SHARES

Please tick here if
continued overleaf

Signed

R. J. Thompson

[Director][Secretary]† Date

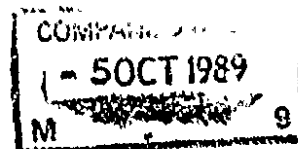
27 Sept '89

Presenter's name address and
reference (if any):

RICHARD DRIVER THOMPSON
BEECH HOUSE
RIDGWAY GARDENS
HORSELL; WOKING
SURREY
GU21 4RB

For official Use
General Section

Post room



Please do not
write in
this margin

Please complete
y, preferably
in block type, or
in block lettering

* Insert full name
of company

5 The copy must be
printed or in some
form approved
by the registrar

† Delete as
appropriate

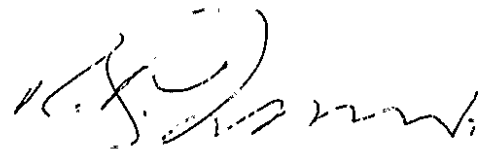
PRINTED AND
JORDAN & SONS
JORDAN & SONS
BRUNSWICK
LONDON W1
TELEPHONE
253 3030



HEWLETT-PACKARD LIMITED

By ORDINARY RESOLUTION of the members passed on 31st January, 1990 by virtue of Article 41 of the Association of the Company IT WAS RESOLVED

THAT the Directors be authorized to issue any unissued shares in the capital of the Company according to the terms of Article 5(A) of the Company's Articles of Association.



Secretary



Company No. 1978597

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN SHAREHOLDERS RESOLUTION

OF

RICHCENTRAL LIMITED

Pursuant to Regulation 53 of Table A in the Schedule to the Companies (Tables A-F) Regulations 1985 as applied to the Company by Article 1 of its Articles of Association we, being all the Shareholders of the Company, HEREBY RESOLVE by way of Ordinary Resolution as follows:

THAT:-

- (a) the Reorganisation Agreement in the form annexed hereto and initialled by WJA Timpson for identification be and hereby is approved; and
- (b) pursuant to Regulation 102 of Table A as it applies to the Company the dividend envisaged by the said Reorganisation Agreement be and hereby are declared as recommended by the Directors.

Dated this 27 day of March 1990

WJA

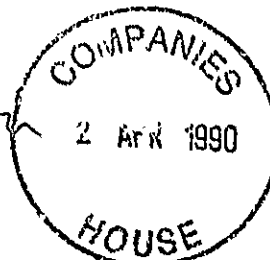
JOHN TIMPSON LIMITED

CGM J. Timpson as Attorney for WJA Timpson

W.J.A. TIMPSON and

JOHN TIMPSON LIMITED

WJA



HEWLETT-PACKARD LIMITED

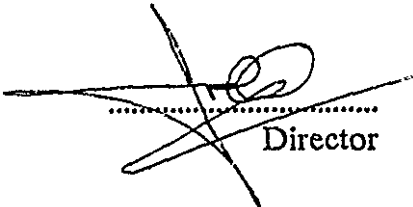
SPECIAL RESOLUTION

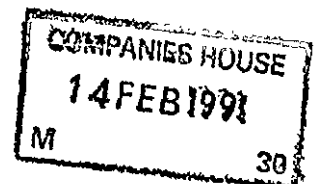
At an ExtraOrdinary General Meeting of the above Company held on 18th February 1991 at Amen Corner, the following Resolution was passed as a Special Resolution:

THAT Article 85 of the Company's Articles of Association be deleted in its entirety and replaced by the following:

EXECUTION OF DEEDS

Deeds shall be executed with or without the use of the seal by the authority of the Directors or a Committee of Directors authorised by the Directors. The Directors may determine who shall sign any deed or instrument to which the seal is affixed and unless otherwise so determined, it shall be signed by a Director and by the Secretary or a second Director.


.....
Director



G

COMPANIES FORM No. 123

**Notice of increase
in nominal capital****123**Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

[] [] [] []

690597

Name of company

* insert full name
of company

° HEWLETT-PACKARD LIMITED

§ the copy must be
printed or in some
other form approved
by the registrar

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 23 October 1992 the nominal capital of the company has been
increased by £ 100,000,000 beyond the registered capital of £ 100,000,000.

A copy of the resolution authorising the increase is attached. §

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

Pari passu with existing Ordinary Shares

Please tick here if
continued overleaf☐‡ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

Richard D Thompson

Designation: Company Secretary Date 11 Jan 1993

Presenter's name address and
reference (if any):

Hewlett-Packard Ltd
Cain Road
Bracknell
Berkshire RG12 1HN

For official Use
General Section

Post room

COMPANIES HOUSE

16 JAN 1993

14

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ORDINARY RESOLUTION
of
HEWLETT-PACKARD LIMITED

By an Ordinary Resolution of the members of the above-named company passed on 23rd October 1992 the authorised capital of the Company was increased from £100,000,000 to £200,000,000.

By Order of the Board

Signed



Richard D Thompson

Secretary

