

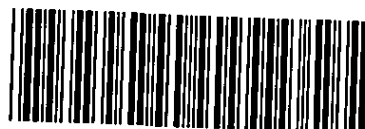
**Company Number 1002607**

**Private Company Limited by Shares**

**Memorandum of Association of Sellafield Limited** (as amended by Special Resolutions passed on 21 October 1983, 23 March 2005, 26 June 2007 and on 24 November 2008)

1. The Company name is "SELLAFIELD LIMITED"<sup>1</sup>
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:
  - (a) to undertake the treatment, transport and storage of nuclear waste and the design of treatment and storage facilities and processes and all other activities ancillary to nuclear decommissioning activities, design, manufacture, supply or deal in nuclear fuel, to carry out any processing and re-processing of fissile material and nuclear fuel, to manufacture, supply or deal in radio-active substances, to design, manufacture, supply or deal in plant, equipment and apparatus of a kind used in or in connection with any of the foregoing activities;
  - (b) to provide services in connection with any of the foregoing activities;
  - (c) to carry out design work, building, engineering or other operations or works, where any such activity may be necessary or expedient in respect of, or may conveniently be associated with, any of the foregoing activities;
  - (d) to carry on research in connection with any of the foregoing activities, and to carry on any other activity preparatory or ancillary thereto;
  - (e) to enter into such commercial or other transactions as may seem desirable for the purpose of the Company's affairs;

<sup>1</sup> Pursuant to a special resolution to re-register the Company as a public company passed on 21 October 1983, special resolutions to re-register the Company as a private company and change its name from British Nuclear Fuels plc to British Nuclear Group Sellafield Limited passed on 23 March 2005 and special resolution to change its name from British Nuclear Group Sellafield Limited to Sellafield Limited passed on 26 June 2007.



- (f) to purchase or otherwise acquire for any estate or interest, or deal in, any property, rights or assets of any kind which may appear to be necessary or convenient for any business of the Company;
- (g) to pay or to make such arrangements for providing such pensions, benefits and other matters (whether to or for or for the benefit of present or past directors or employees of the Company or of any company associated with the Company or persons who are or were related to or dependents of such directors or employees) as may seem directly or indirectly to advance the interests of the Company;
- (h) to act as agents or trustees, and to enter into partnership and other arrangements which may seem to advance the interests of the Company;
- (i) to sell, lease or dispose of the undertaking of the Company or any part thereof on such terms as the Company may decide, and to distribute assets in specie among the members of the Company;
- (j) to acquire and hold interests in other companies and to enter into any arrangements with other companies which may seem to advance the interests of the Company, upon such terms as the Company may decide;
- (k) to raise or borrow money and to receive deposits, and to lend money, give whether gratuitously or otherwise guarantees or indemnities and whether in respect of its own obligations or those of some other person or company, and to charge its undertaking or any part thereof or its uncalled capital, in any circumstances and upon such terms and conditions as the Company may think fit;
- (l) to contribute to any public, general, charitable, benevolent or useful object, to which it may seem to be in the interests of the Company or its members to contribute; and
- (m) to do all such other things as may be considered to further the interests of the Company or be incidental or conducive to the above objects or any of them.

AND it is hereby declared (a) that the word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or the body of persons, whether corporate or unincorporate and whether domiciled in the United Kingdom or elsewhere and (b) that, except where the context otherwise expressly so requires, none of the several paragraphs of this Clause or the objects therein specified, or the powers thereby conferred, shall be limited by reference to or

inference from any other paragraph of this Clause or the order in which such paragraphs occur or the name of the Company.

4. The liability of the Members is limited.
5. The share capital of the Company is £100 divided into 100 shares of £1 each.\*

**\*Notes**

1. By ordinary resolution passed on 26 March 1971 the capital of the Company was increased to £18,000,000 by the creation of 17,990,900 new shares of £1 each.
2. By ordinary resolution passed on 21 October 1975 the capital of the Company was increased to £43,000,000 by the creation of 25,000,000 new shares of £1 each.
3. By special resolution dated 25 March 2009 the capital of the Company was reduced to £10,331,757 by the cancellation of 32,668,243 shares of £1 each.

WE, the several person whose Names, Addresses and Descriptions 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
MICHEAL I MICHAELS Head Atomic Energy Division Department of Trade and Industry Millbank, SW1	One

THOMAS TUOHY Managing Director Production Group United Kingdom Atomic Energy Authority Risley, Lancs	One
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Dated the 8th day of February 1971

Witness to the above Signature of MICHAEL I MICHAELS

GORDON WALTER THYNNE  
Assistant Secretary  
Atomic Energy Division  
Department of Trade & Industry  
Millbank, SW1

Witness to the above Signature of THOMAS TUOHY

ALAN JOHNSON  
Special Assistant to Member for Production  
Production Group  
United Kingdom Atomic Energy Authority  
Risley, Lancs