



Please do not  
write in this  
binding margin



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

\*Insert full name  
of Company

†Please indicate  
whether you are  
a Solicitor of  
the Supreme  
Court (or in  
Scotland 'a  
Solicitor')  
engaged in the  
formation of the  
company, or  
a person named  
as director or  
secretary of the  
company in the  
statement  
delivered under  
section 21 of the  
Companies Act  
1976

THE COMPANIES ACTS 1948 TO 1980

# Declaration of compliance with the requirements on application for registration of a company

Form No. 41a

# 41a

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

[ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ]

1932584 - - / - /

Name of Company

MORI SEIKI (UK) LIMITED

I, BRYAN DUHAGIAR  
of SHAIBERN HOUSE  
28 SCRUTTON STREET  
LONDON EC2

do solemnly and sincerely declare that I am† A person named as Secretary of the company  
in the statement delivered under section 21 of the Companies Act 1976.  
of\* Mori Seiki (UK) Limited.

and that all the requirements of the Companies Acts 1948 to 1980  
in respect of the registration of the said company  
and of matters precedent 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 1835

Declared at JOHN LLOYD & CO  
7 MAIDEN LAKE  
LONDON WC2

Signature of Declarant

the TWENTY FIRST day of MAY  
One thousand nine hundred and EIGHTY-FIVE  
before me [Signature]

A Commissioner for Oaths or Notary Public or Justice of the  
Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths

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

For official use

New companies section

Post room

1932584 / 3



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

*MORI SKIKI (UK) LIMITED*

1. The Company's name is *MORI SKIKI (UK) LIMITED*.
2. The Company's registered office is to be situated in England.
3. The Company's objects are :-
  - (A) (1) To carry on the business or businesses of general merchants, exporters, importers, manufacturers, suppliers, factors, hirers, mail order dealers, brokers and dealers both wholesale and retail in all articles of commercial, industrial, scientific, surgical, manufacturing, personal and household use and consumption, ornament, recreation and amusement, and vehicles, goods, works of art or literature, food, livestock or other living plant or animal, material or substance of any description whatsoever and to exploit any natural resource or product by mining or quarrying the same and by means of any industrial process.
  - (2) To carry on the business of repairing, restoring, cleaning, maintaining, improving, altering, installing, extending or destroying any vehicle, plant, machinery, work of art, substance



or material or article of commercial, manufacturing, personal, decorative or household use.

(3) To carry on the business of banking, insuring, underwriting, negotiating loans and lending money (with or without security) for any purpose and in connection with any kind of agreement or arrangement or transaction whatsoever, administering trust and pension funds, debt collecting and acting as bailiffs and dealers in any kind of securities, commodities, metals or foreign exchange whether on a recognised exchange or otherwise.

(4) To undertake and execute agency or commission work of all kinds and to act generally as agents, brokers, organisers, factors, consultants and advisers for and in connection with financing, insurance, sale or purchase of goods, investments or any kind of property and the provisions of services, travel, transport and carriage, building and engineering management, public relations and publicity, conferences, exhibitions, admission to and organisation of theatrical and sporting events and the provision of housing and other accommodation.

(5) To carry on the business of supplying personnel to perform every kind of service or duty to businesses of every kind and for domestic purposes and to provide services to commerce and industry whether secretarial and clerical, computer or accountancy services, market research and information storage, security, cleaning, repair and maintenance or any other service which may be required.

(6) To carry on the business of buying and selling, developing and improving land and buildings for investment purposes or otherwise and to charge and grant rights and interests of any kind in or over such land or buildings or any part thereof.

(7) To carry on the business of designing, erecting, constructing, altering, restoring, repairing, extending and executing any work in connection with any buildings and structures of whatsoever description and any part thereof including any installation for the purpose of heating, lighting or providing water, gas, electricity or other services to the building or any other purpose and to carry on the business of market and landscape gardeners, estate and land agents, auctioneers and valuers in connection with any land, building or chattels whatsoever and to breed and race or show any bloodstock, livestock or domestic animals.

(8) To carry on the business of providing transport and carriage of passengers and goods of every description whether in the United Kingdom or elsewhere by land, rail, sea and air and or acting as haulage contractors, lightermen, stevedores, car men, wharfingers, carting contractors, cargo superintendents, packers, hauliers and warehousemen.

(9) To carry on business in the entertainment and leisure industry as producers, managers, broadcasters, promoters, directors, casting agents, distributors, and publishers in respect of any kind of film, videogram, television or radio programme, sporting event, theatrical or musical production, commercial, book, magazine, periodical, record, cassette, photograph and to act as organisers and to provide services in connection with any sporting, theatrical, musical or other public event or performance and to act as agents and promoters of any performer or personality and to manage any cinema, theatre, dance hall or other place of entertainment or amusement.

(10) To carry on the business of advertisers and promoters of every kind of product, printers using processes of every description, lithographers, engravers, graphic artists, writers, illustrators, and artists working in any medium whatsoever and to undertake the marketing and distribution of all or any products or works produced in the course of any of the said businesses.

(11) To carry on the business of hoteliers, inn-keepers, licensed victuallers, restaurateurs and retail or wholesale suppliers of food products, meals and drinks (alcoholic and non-alcoholic) for consumption on any premises whether owned by the Company or otherwise and elsewhere and to provide over-night accommodation to any person for any consideration in premises owned or leased by the Company.

(12) To carry on the business of beauticians, hairdressers, fashion consultants and of health club, clinic and gymnasium proprietors and managers, cosmetic surgeons and every other business concerned or connected with the improvement of the health and appearance of the human body and its adornment and to carry on business as funeral directors and undertakers.

(13) To carry on the business of providing education and training to any person of whatsoever age and description in any subject, art or skill whatsoever and to provide career counselling.

(14) To carry on any other business or trade which in the opinion of the Directors of the Company may be conveniently carried on in connection with or as ancillary to any of the above businesses or be calculated directly or indirectly to enhance the value of or render profitable any of the Company's activities or to further any of its objects.

(B) To borrow or raise money with or without security including the issue of debentures or debenture stock and 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, and also by any similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or company of any obligation undertaken by the Company or any other person, firm or company as the case may be and upon all such other terms as the Directors may consider expedient.

(C) To purchase or otherwise acquire and otherwise deal with any shares, stocks, debentures, debenture stock, bonds or securities of any other company or corporation carrying on business in any part of the world or to hold the same, and to purchase shares of the Company in accordance with the provisions of the Companies Act 1985 and any legislation, rule or order amending or extending the same.

(D) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest whatsoever any movable or immovable property, real or personal, whether tangible or intangible and wheresoever situate, which the directors may think necessary or convenient for the purposes of the Company's business and to sell, lease, hire, grant rights in or over, improve, manage or develop all or any part of such property or otherwise deal with the same.

(E) To build, construct, maintain, alter, pull down, repair, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the company and to join with any person, firm, or company in doing any of the things aforesaid.

(F) To apply for and take out, purchase or otherwise acquire and to hold any patents, licences, copyrights and the like conferring an exclusive or non-exclusive or limited right of user, or any secret or other information as to any invention which may seem to the Company directly

or indirectly to benefit the Company, and to use, assign or otherwise deal with the same, grant licences in respect of the same or otherwise turn to account any rights or information required.

(G) 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, debenture stock, bonds, stocks and securities of any company or corporation wheresoever and howsoever incorporated at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed.

(H) To establish, exchange, lease, dispose of, or otherwise deal with the whole or any part of the assets or undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other company.

(I) To enter into partnership or into any arrangement 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 which the directors consider capable of being conducted so as directly or indirectly to benefit the Company.

(J) To acquire and undertake the whole or any part of the business, property, assets, liabilities and transactions of any person, firm, or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

(K) To lend money or give credit with or without security on such terms as the directors may decide and to receive money on deposit or loan from and give guarantees or act as surety for any person, firms or companies.

(L) To invest and deal with the monies of the Company not immediately required for the purpose of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient.

(M) To remunerate any employee or other person, firm or company rendering services to the Company whether by cash payment or otherwise or by the allotment of shares, debentures, or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever, and to pay all or any of the formation and promotion expenses of the Company and of any company formed or promoted by the Company or associated with it, and to pay for any rights interest or other property, real or personal acquired by the Company by any means or in any manner whatsoever.

(N) To establish, support or aid whether financially or otherwise in the establishment and support of associations, institutions, clubs, funds, trusts, and schemes calculated to benefit the directors, ex-directors, officers, ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances to and to make payments towards insurance for the benefit of such persons as aforesaid, their families, dependants or connections and to subscribe or contribute to any charitable, benevolent or useful object of a public character.

(O) To take stock or shares in, or the debentures, mortgage debentures or other securities of any other company or any other property services, rights or interests in payment or part payment for any services, rendered or for any sale made to or debt owing from any such company and to hold or otherwise to deal in any manner with any such property rights or interests.



(P) To sell, exchange, lease, dispose of or otherwise deal with the whole or any part of the assets or undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other company.

(Q) To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.

(R) To distribute among the members in specie (subject to the provisions of the Companies Act 1985 and any legislation, rule or order extending or amending the same) any property of the Company, or any proceeds of sale or disposal 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 be made except with the sanction (if any) for the time being required by law.

(S) 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, subcontractors, trustees or otherwise.

(T) 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 the foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the members is limited.

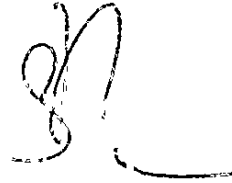
5. The Company's share capital is £ 200,000 divided into 200,000 shares of £ 1.00 each. The Company has the power to increase the share capital and to divide the shares (whether original or increased) into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise.

WE, the subscribers to this Memorandum of Association wish to be formed into a company pursuant to this Memorandum; and agree to take the number of shares shown opposite our respective names.

NAMES, ADDRESSES & DESCRIPTIONS  
OF SUBSCRIBERS

NUMBER OF SHARES TAKEN  
BY EACH SUBSCRIBER

Susan Braconnier  
Shaibern House  
28 Scrutton Street  
London  
EC2A 4RQ  
Company Director



1 ordinary share

Bryan Buhagiar  
Shaibern House  
28 Scrutton Street  
London  
EC2A 4RQ  
Company Secretary

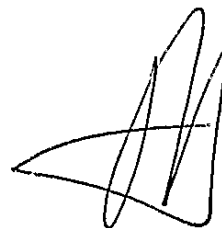


1 ordinary share

DATED 21<sup>st</sup> day of MAY. 1985.

WITNESS to the above signatures :-

David Wicks  
Shaibern House  
28 Scrutton Street  
London  
EC2A 4RQ  
Accountant



1932584

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

MORI SEIKI (UK) LIMITED.

Preliminary

1. Subject as hereinafter expressly excluded or modified the regulations set out in Table A in the Companies (Tables A to F) Regulations 1985, (such Table being hereinafter referred to as "Table A") shall apply to the Company and shall be deemed to be incorporated herein, and together with the Articles hereinafter contained shall be the regulations of the Company.

2. The following regulations of Table A shall not apply to the Company videlicet:- 8, 64-70 (inclusive), 73-75 (inclusive), 94 and 95.

Private Company

3. The Company is a private Company, and accordingly:

(1) the Company shall not offer any shares in or debentures of the Company to the public (whether for cash or otherwise);

(2) the Company shall not allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of such shares or debentures being offered to the public;

and sections 58(3), 59 and 60 of the Companies Act 1985 shall apply for the purposes of this Article as they apply for the purposes of the said Act.

## Shares

4. All unissued shares of the Company (whether in the original or any increased capital) shall be under the control of the Directors, who may allot, grant options over, offer or otherwise deal with or dispose of the same to such persons (including any Directors at such time and on such terms and generally in such manner as they think fit; and the Directors are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to exercise the powers of the Company to allot relevant securities (as defined in the said section 80), and are empowered to make offers or agreements which would or might require relevant securities (as so defined) to be allotted after the expiry of such authority, but so that unless and until such authority is at any time and from time to time revoked, varied or renewed in accordance with this said section 80 :

(1) the maximum amount of the relevant securities (as so defined) that may be allotted under such authority shall be the amount of the original share capital with which the Company is registered; and

(2) such authority shall expire immediately before the fifth anniversary of the date of the Company's incorporation.

5. Sections 89(1), 90(1) - (6) of the Companies Act 1985 are hereby excluded in their application to the Company in relation to allotments of equity securities (as defined in the said section 80).

6. The Company may at any time and from time to time exercise the power conferred by section 162 of the Companies Act 1985 of purchasing its own shares (including redeemable shares) and such power shall be exercised subject to and in accordance with the provisions of Chapter VII of the said Act.

## Lien

7. The Company shall have a first and paramount lien on every share (whether fully paid or not) registered in the name

of any person (whether solely or jointly with others), and upon the proceeds of sale thereof, for his debts, liabilities and engagements (solely or jointly with any other person) to or with the Company, whether the period for the payment, fulfillment or discharge thereof shall have actually arrived or not; and such lien shall extend to all dividends from time to time payable in respect of such share.

#### Transfer and Transmission of Shares

8. A transfer of a fully paid share need not be signed by or on behalf of the transferee, and regulation 23 of Table A shall be modified accordingly.

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

#### Directors

10. Unless and until the company in general meeting otherwise determines, the number of Directors shall not be more than nine but not exceed one. If and so long as the minimum number of Directors fixed by or pursuant to these Articles is less than two, a sole Director may exercise all the powers and authorities vested in the Directors and regulation 89 of Table A shall not apply.

11. A person may be appointed or elected Director notwithstanding that he shall have attained the age of seventy years and no Director shall be liable to vacate office by reason of his attaining or having attained that or any other age.

#### Alternate Directors

12. Any Director may at any time appoint any person approved by resolution of the Directors to be his alternate, and may at any time remove such alternate. An alternate shall not require any share qualification and shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the Director appointing him and agreed between him and such Director.

13. An alternate shall (subject to giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors and to attend and vote as a Director at any such meetings at which the Director appointing him is not personally present, and generally in the absence of such Director to perform all such Director's functions.

14. Any person appointed to be an alternate shall automatically cease to be an alternate if the person appointing him ceases for any reason to be a Director (or if notice removing him is given by a majority in number of the Directors other than the person appointing him).

15. All appointments and removals of alternates shall be effected by instrument in writing under the hand of the Directors making or of the Director or Directors revoking such appointment and shall be left at the Company's registered office.

#### Powers and duties of Directors

16. The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company (including the powers expressly mentioned in the Memorandum of Association of the Company) and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not by general law or by these Articles required to be exercised or done by the Company in general meeting, subject nevertheless to the provisions of the Statutes and of these Articles and to such directions (whether or not inconsistent with these Articles) as may be prescribed by the Company by special resolution; but no such Director and no alteration of these Articles shall invalidate any prior act of the Directors which would have been valid if that Director or alteration has not been prescribed or made. The general powers given by this Article shall not be limited or restricted by any special authority of power given to the Directors by any other provision of these Articles.

17. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge all or any part or parts of the Company's undertaking, property and uncalled capital, and (subject to compliance with the requirements of section 80 of the Companies Act 1985) to issue debentures, debenture stock, and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

18. Subject to the provisions of section 317 of the Companies Act 1985 a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof, and if he shall vote his vote shall be counted and he shall be reckoned in the quorum at any meeting when any such contract or arrangement or other matter is under consideration.

#### Indemnity

19. Subject to section 310 of the Companies Act 1985 and in addition to such indemnity as is contained in regulation 118 of Table A, every Director, officer or official of the Company shall be indemnified out of the funds of the Company against all costs, losses, expenses and liabilities incurred by him in the execution or discharge or purported execution or discharge of his duties or in relation thereto.



WE, the subscribers to these Articles of Association, wish to be formed into a company pursuant to these Articles of Association.

NAMES, ADDRESSES & DESCRIPTIONS  
OF SUBSCRIBERS

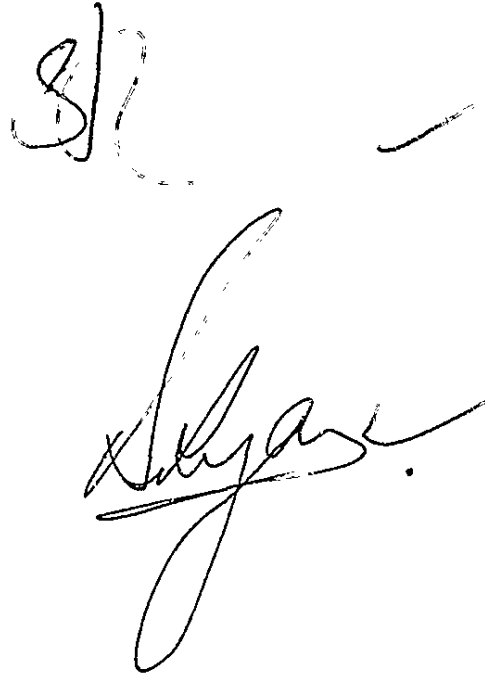
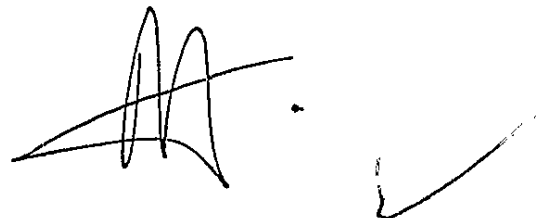
Susan Beaconnier  
Shaibern House  
28 Scrutton Street  
London  
EC2A 4RQ  
Company Director

Bryan Buhagiar  
Shaibern House  
28 Scrutton Street  
London  
EC2A 4RQ  
Company Secretary

DATED 21<sup>st</sup>. day of MAY. 1985.

WITNESS to the above signatures :-

David Wicks  
Shaibern House  
28 Scrutton Street  
London  
EC2A 4RQ  
Accountant

A handwritten signature in dark ink, appearing to read 'Susan', followed by a checkmark.A handwritten signature in dark ink, appearing to read 'David', followed by a checkmark.



THE COMPANIES ACTS 1948 TO 1981

Form No. 1

**Statement of first directors and  
secretary and intended situation  
of registered office**

Pursuant to sections 21 and 23(2) of the Companies Act 1976

**1**

Please do not  
write in this  
binding margin

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

To the Registrar of Companies

For official use

1932584

Name of Company

MORI SEIKI (UK) LIMITED

Limited\*

The intended situation of the registered office of the company  
on incorporation is as stated below

SHAIBORN HOUSE

28 SCRUTTON STREET

LONDON EC2

If the memorandum is delivered by an agent for the subscribers of  
the memorandum please mark 'X' in the box opposite and insert the  
agent's name and address below

☐

CO FORM (U.K) LIMITED

SHAIBORN HOUSE, 28 SCRUTTON STREET

LONDON EC2

Number of continuation sheets attached (see note 1)

☐

Presenter's name, address and  
reference (if any):  
CO FORM (U.K) LIMITED  
SHAIBORN HOUSE  
28 SCRUTTON HOUSE  
LONDON EC2

For official use  
General section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

write in this binding margin



**Important**  
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948 as amended by section 35 of the Companies Act 1981. Please read the notes on page 4 before completing this part of the form.

Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

Name (note 3)	SUSAN BRACONNIER	Business occupation	COMPANY DIRECTOR
Previous name(s) (note 3)		Nationality	BRITISH
Address (note 4)	SHATELERN HOUSE 28 SCRUTTON STREET LONDON EC2	Date of birth (where applicable) (note 6)	
Other directorships †			
SEE SCHEDULE.			
I hereby consent to act as director of the company named on page 1			
Signature		Date 21-5-85	

Name (note 3)	Business occupation
Previous name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Other directorships †	
I hereby consent to act as director of the company named on page 1	
Signature	Date

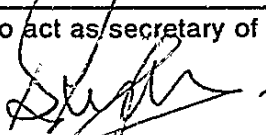
Name (note 3)	Business occupation
Previous name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Other directorships †	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Please do not  
write in this  
binding margin



Important  
The particulars  
to be given are  
those referred to  
in section  
21(2)(b) of the  
Companies Act  
1976 and section  
200(3) of the  
Companies Act  
1948. Please  
read the notes  
on page 4 before  
completing this  
part of the form.

The name(s) and particulars of the person who is, or the persons who are,  
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7)	BRYAN BUHAGIAR
Previous name(s) (note 3)	
Address (notes 4 & 7)	SHAIBERN HOUSE, 28 SCRUTTON STREET LONDON EC2
I hereby consent to act as secretary of the company named on page 1	
Signature	
Date	21-5-85

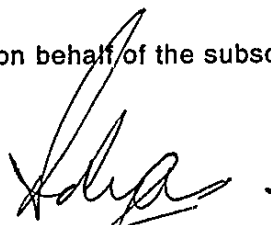
Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	
Date	

\* as required by  
section 21(3) of  
the Companies  
Act 1976

† delete as  
appropriate

Signed by or on behalf of the subscribers of the memorandum\*

Signature

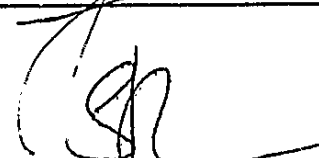


[Subscriber] [Agent]† Date



21-5-85

Signature



[Subscriber] [Agent]† Date



21-5-85

## OTHER DIRECTORSHIPS

CO-FORM (U.K.) LIMITED  
BENGLEME LIMITED  
BEATMOURNE LIMITED  
BEATLEX LIMITED  
BEAUFLEX LIMITED  
BEAUCHEMP LIMITED  
BENFLEX LIMITED  
BEATBEK LIMITED  
CABRION LIMITED  
CADMINT LIMITED  
CAKFORD LIMITED  
CADISFORD LIMITED  
CADIS LIMITED  
CAITHFORD LIMITED  
CALETREN LIMITED  
CALADE LIMITED  
CAITHVALE LIMITED  
CACTRON LIMITED  
CADBURN LIMITED  
CADEROS LIMITED  
CALVALE LIMITED  
CALON LIMITED  
CALIFORD LIMITED  
CEDARMITE LIMITED  
MAINWYND LIMITED  
MALTKELM LIMITED  
MAGNIKE LIMITED  
MAGEPALM LIMITED

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1932584

I hereby certify that

MORI SEIKI (UK) LIMITED

is this day incorporated under the Companies Act 1985 as a  
private company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the 22ND JULY 1985

  
an authorised officer

# 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

--	--	--	--

1932584
---------

Name of company

\*Insert full name  
of company

MORI SEIKI (UK) LIMITED
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gives notice in accordance with section 123 of the above Act that by resolution of the company dated 28 MARCH 1991 the nominal capital of the company has been increased by £ 1973,000 beyond the registered capital of £ 200,000

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

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

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 RANK PARI PASSU IN ALL RESPECTS WITH THE  
EXISTING ORDINARY SHARES OF £1.00 EACH.

Please tick here if  
continued overleaf

--

Insert Director  
Secretary  
Administrator  
Receiver or Receiver  
in Bankruptcy  
or liquidator

Signed

Designations DIRECTOR Date 28 03 91Presenter's name, address and  
reference (if any)Co Sec / Stevens

Teuchie Ross & Co.,  
111 Fleet Street,  
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Companies G123

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THE COMPANIES ACT 1985

A COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

MORI SEIKI (UK) LIMITED

28 MARCH 1991

At an Extraordinary General Meeting of the above Company duly convened and held at 362 Idono-Cho, Yamato Koriyama, Nara, Japan on 28 March 1991 the following resolutions were duly passed as Ordinary Resolutions:

RESOLUTIONS

1. "THAT with immediate effect the Company's authorised share capital be and is hereby increased beyond the registered capital of £200,000 to £2,173,000 by the creation of a further 1,973,000 ordinary shares of £1.00 each ranking pari passu in all respects with the Company's existing ordinary shares."
2. "THAT the Directors be and are hereby unconditionally authorised, pursuant to Section 80, Companies Act 1985, to issue and allot share capital of the Company up to a maximum amount of £1,973,000 for cash consideration or otherwise subject to the Company's Articles of Association during the period of five years from the date of the passing of this resolution."

*Yukio Mori*  
CHAIRMAN

