

667618/1

THE COMPANIES ACT, 1948

REGISTERED

12 AUG 1960



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

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.

SUNTESTER
LIMITED

ed by

Bracewell & Leaver,

7 & 8 Norfolk Street, Strand,

London, W.C. 2.

5 AUG 1960

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

I, PETER JOHN NEVILLE PRESLAND

of 23A Tedworth Square, London, S.W.3.

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") "engaged
"in the formation"

or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary".

Do solemnly and sincerely declare that I am ("A Solicitor of the
Supreme Court engaged in the formation of

of

SUNTESTER 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, 1835.

Declared at 10 Norfolk St.
Strand W.C.2.

the 5 day of August

one thousand nine hundred and sixty

Peter J.N. Presland

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

Before me,

G. Pace

STATEMENT OF THE NOMINAL CAPITAL

OF



SUNTESTER

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.

REGISTERED

12 AUG 1960

THE NOMINAL CAPITAL of the above named Company is £5,000

Signature P. G. J. N. - Prestland

Description Solicitor engaged in the formation of the above company

Dated the 5th day of August 1960

NOTES.—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 and should be signed by an Officer of the Company if appointed by the Articles of Association, or by the Solicitor(s) engaged in the formation.

Presented by

Bracewell & Leaver,

7 & 8 Norfolk Street, Strand,

London, W.C. 2.

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

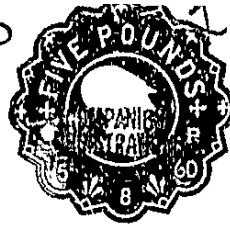
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.



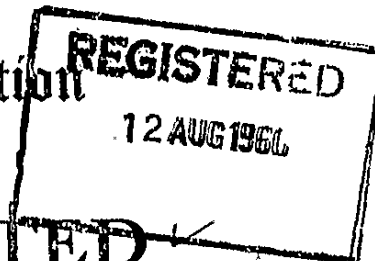
The Companies Act, 1948

667618/3



COMPANY LIMITED BY SHARES

Memorandum of Association
OF
SUNTESTER LIMITED



1. The name of the Company is "SUNTESTER LIMITED." ✓
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are :—
 - (1) To manufacture, assemble, design, construct, purchase, hire, import or otherwise acquire ; to own, hold, operate, install, experiment with, improve, invest, repair and maintain ; to sell, export, lease, license the use of, introduce, distribute, pledge, mortgage, assign, transfer or otherwise dispose of, and generally to deal in and with equipment for the testing of motors, machinery and electrical mechanisms of all kinds ; instruments, appliances, devices, apparatus, machines, accessories and tools of all kinds ; and any and all supplies, parts, materials, commodities, products, by-products and equipment applicable or incident to or used in the manufacture, marketing, installation, maintenance and operation of any of the foregoing.
 - (2) To buy, sell, manufacture, repair, alter, improve, prepare for market, let on hire and generally deal in all kinds of plant, machinery, apparatus, tools, utensils, materials, articles and things for the purpose of any of the businesses specified herein or likely to be required by customers or other persons having or about to have dealings with the Company.

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5 AUG 1961

- (3) To carry on any other business whatsoever which may seem to the Company capable of being conveniently carried on in connection with the above or which it may be advisable to undertake with a view to developing or rendering valuable, prospecting or turning to account any property, real or personal, belonging to the Company or in which the Company may be interested.
- (4) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control any lands (whether freehold or leasehold), buildings, works and conveniences of all kinds, whether for the purposes of the Company or for sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in the carrying out or establishment, construction, maintenance, improvement, management, working, control or superintendence thereof respectively.
- (5) To subscribe for, purchase, or otherwise acquire, and to hold, dispose of, and deal with the shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof.
- (6) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licenses, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.
- (7) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company; or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.

- (8) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal in bills of exchange, promissory notes, and other negotiable or transferable instruments.
- (9) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidise any company, firm or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- (10) To promote or concur in the promotion of any company, the promotion of which shall be considered ~~desirable~~ *desirable*. EMR.
P.N.P.
X
- (11) To lend money to and guarantee the performance of the contracts or obligations of any company, including the holding company or any subsidiary company of this Company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, including as aforesaid, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.
- (12) To sell, lease, grant licences, easements and other rights, over and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company whether fully or partly paid up.
- (13) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (14) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (15) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business, or the relations, connections

or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees, to enable them to purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.

(16) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.

(17) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

✓ 4. The liability of the members is limited.

✓ 5. The share capital of the Company is £5,000, divided into 5,000 shares of £1 each.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
<p>Elizabeth M. Rowe 6, Buxton Drive, New Malden, Surrey Secretary</p>	<p>1 (one)</p>
<p>Peter V.N. Prestland 23 A Tedworth Square, London, S.W.3. Solicitor</p>	<p>1 (one)</p>

Dated the 5th day of August, 1960.

Witness to the above Signatures—



J. J. E. FROST

The Director's House,
The British Museum
London W.C.1
Solicitor's Articled Clerk.



The Companies Act, 1948

COMPANY LIMITED BY SHARES

Articles of Association

OF

SUNTESTER LIMITED

REGISTERED

12 AUG 1960

PRELIMINARY.

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A, Part I"), shall, except as hereinafter provided and so far as the same are not inconsistent with the provisions of these Articles, apply to the Company, and clause 1 of Table A, Part I, shall apply to the construction of these Articles. Part II of the said Table A shall not apply to the Company.

PRIVATE COMPANY.

2. The Company is a Private Company, and accordingly :—

- ✓ (A) The right to transfer shares in the Company shall be restricted in manner hereinafter appearing.
- (B) The number of members of the Company (not including persons who are in the employment of the Company, and persons who, having been formerly in the employment of the Company, were while in such employment and have continued after the determination of that employment to be members of the Company) is limited to fifty : Provided that where two or more persons hold one or more shares in the Company jointly they shall for the purposes of this paragraph be treated as a single member.
- (C) No invitation shall be made to the public to subscribe for any shares or debentures of the Company.

CAPITAL.

3. The share capital of the Company is £5,000, divided into 5,000 Ordinary Shares of £1 each.

SHARES.

4. All or any unissued shares shall before issue be offered to the members holding Ordinary Shares in proportion as nearly as circumstances admit to their existing holdings of such shares. Any such offer shall be made by notice in writing, specifying the number of shares offered, and limiting a time (not being less than thirty days) within which the offer, if not accepted, will be deemed to have been declined; and after the expiration of that time or on the receipt of an intimation from the member concerned that he declines to accept the shares offered, the Directors may dispose of those shares in such manner as they think fit.

LIEN.

5. The liens given by clause 11 of Table A, Part I, shall extend to every share in the capital of the Company, whether fully paid or not.

TRANSFER OF SHARES.

6. The Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a share (whether fully paid or not).

7. All transfers shall be subject to the following provisions :—

- (i) No member of the Company other than Sun Electric Corporation shall transfer his shares without first sending by registered post to Sun Electric Corporation notice in writing of his desire to do so, such notice to operate so as to give Sun Electric Corporation the option to acquire the whole or any part of such shares at book value for itself or its nominees. Such option shall be exercisable within thirty days of the date of the receipt of such notice and payment for any shares so acquired shall be made within thirty days of the date of the exercise of such option.
- (ii) For the purposes of paragraph (i) above, "book value" shall mean that proportion of the excess of the assets of the Company over the aggregate of all its obligations and liabilities (excluding share capital) which the shares to be transferred represents of the total of the issued share capital of the Company. For the purposes of

such computation, the assets to be included shall be those normally disclosed on the balance sheet of the Company according to accepted accountancy principles excluding goodwill, trade marks, trade names, merchandising rights and similar industrial property. In the event that the transferring member and the Sun Electric Corporation are unable to agree on the book value, such value shall be determined according to the above principles by the Auditors for the time being of the Company.

- (iii) If within the last mentioned period of thirty days the whole of the shareholding comprised in the said notice shall not have been acquired by Sun Electric Corporation, then as regards that part not so acquired the transferring member shall be free to transfer all or any part of such shareholding not so acquired to any person at any price.
- (iv) In the event of the death, bankruptcy or unsoundness of mind of any member of the Company or of a receiving order being made against any member other than Sun Electric Corporation or of any member other than Sun Electric Corporation compounding with its creditors, Sun Electric Corporation shall be entitled to treat such event as a notice in writing pursuant to the provisions of paragraph (i) above of the intention of such member to transfer the shares of which he is at the time immediately preceding such event the registered proprietor.
- (v) For the purpose of this Article and Articles 12 and 23, Sun Electric Corporation shall mean the corporation of that name organised and existing under the laws of the State of Delaware, United States of America, and any subsidiary of Sun Electric Corporation acquiring the whole or any part of the shares of the Company from Sun Electric Corporation.

PROCEEDINGS AT GENERAL MEETINGS.

8. Three members present in person or by proxy or by representatives appointed under clause 74 of Table A, Part I, shall be a quorum at any General Meeting.

9. A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Clause 58 of Table A, Part I, shall be modified accordingly.

10. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at General Meetings (or being corporations, by their duly authorised representatives) shall be as effective as if the same had been passed at a General Meeting of the Company, duly convened and held, and may consist of several documents in the like form, each signed by one or more persons.

DIRECTORS.

11. Unless and until otherwise resolved in accordance with clause 94 of Table A, Part I, the Directors shall not be less than four in number. Clause 75 of Table A, Part I, shall not apply to the Company.

12. The Directors of the Company shall be appointed by Sun Electric Corporation, and each such Director shall hold office at the pleasure of Sun Electric Corporation. Sun Electric Corporation shall be entitled at any time to remove from office any Director so appointed and to appoint another in his place. Notice of any such appointment or removal shall be in writing signed by Sun Electric Corporation and lodged with the Company at its registered office, and shall take effect upon such lodgment.

13. The ordinary remuneration of the Directors shall from time to time be determined by an Ordinary Resolution of the Company, and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. Clause 76 of Table A, Part I, shall not apply to the Company.

14. The Directors may repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors, or of any committee of the Directors, or General Meetings, or otherwise in or about the business of the Company.

15. A Director shall not be required to hold any shares in the capital of the Company to qualify him for office. Clause 77 of Table A, Part I, shall not apply to the Company.

BORROWING POWERS.

16. The proviso to clause 79 of Table A, Part I, shall not apply to the Company.

POWERS AND DUTIES OF DIRECTORS.

17. No Director shall be disqualified by his position as Director from entering into any contract or arrangement with the Company, and a Director may vote and be taken into account for the purpose of constituting a quorum in respect of any contract or arrangement in which he may be in any way interested, and may retain for his own absolute use and benefit all profits and advantages accruing to him therefrom. A Director may hold any other office or place of profit under the Company other than that of Auditor, and render professional services to the Company, on such terms as to remuneration and otherwise as the Directors may determine. Sub-clauses (2), (3), (4) and (5) of clause 84 of Table A, Part I, shall not apply to the Company.

RETIREMENT OF DIRECTORS.

18. The office of a Director shall be vacated in any of the following events, namely :—

- (A) If he become prohibited by law from acting as a Director.
- (B) If (not being a Managing Director holding office as such for a fixed term) he resign by writing under his hand left at the registered office.
- (C) If he have a receiving order made against him or compound with his creditors generally.
- (D) If he become of unsound mind.
- (E) If he is removed from office pursuant to Article 12.

Clause 88 of Table A, Part I, shall not apply to the Company.

19. The Directors shall not be subject to retirement by rotation, and accordingly clauses 89 to 92 of Table A, Part I, shall not apply to the Company, and all other references in Table A, Part I, to retirement by rotation shall be disregarded.

PROCEEDINGS OF DIRECTORS.

20. A resolution in writing signed by not less than three Directors, whether present in the United Kingdom or not, and after notice has been duly given to all Directors, shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors.

21. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of

which number shall constitute the quorum necessary for the transaction of the business of the Directors.

EMM.
JAN. 1.

votes provided that not less than three Directors are in favour. The Chairman shall not have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. A Director shall, subject to his giving to the Company an address whether within the United Kingdom or elsewhere at which notices may be served upon him, be entitled to receive notices of all meetings of Directors. Clause 98 of Table A, Part I, shall not apply to the Company.

MANAGING DIRECTORS.

22. Clauses 107 to 109 inclusive of Table A, Part I, shall extend to include the posts of Deputy and Assistant Managing Director.

ALTERNATE DIRECTORS.

23. (A) Any Director may at any time by writing under his hand and deposited at the registered office appoint any person to be his alternate Director and may in like manner at any time terminate such appointment. Provided that where the Director so appointing an alternate Director has himself been appointed by Sun Electric Corporation under Article 12, such alternate Director shall be a person approved by Sun Electric Corporation. Any such approval shall be given in writing and lodged with the Company at its registered office.

(B) The appointment of an alternate Director shall *ipso facto* determine—

- (1) on the happening of any event which if he were a Director would cause him to vacate his office in accordance with the provisions of Article 18 ;
- (2) if his appointment is determined by writing under the hand of the Director by whom he was appointed and such notice is deposited at the registered office ;
- (3) if the approval referred to in paragraph (A) hereof is withdrawn and notice thereof in writing is deposited at the registered office ; or
- (4) if the Director by whom he was appointed ceases for any reason to be a Director.

(c) An alternate Director shall, subject to his giving to the Company an address whether within the United Kingdom or elsewhere at which notices may be served upon him, be entitled to receive notices of meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to perform

all functions of his appointor as a Director, and in the event of his appointor being unavailable he shall be entitled to sign any resolution in accordance with the provisions of Article 20. An alternate Director attending any meeting of Directors shall in the absence of the Director appointing him be counted as a Director for the purpose of determining whether there is a quorum, and an alternate Director signing any resolution in accordance with the provisions of Article 20 shall, in the event of the Director appointing him being unavailable to sign such resolution, be counted as a Director for the purpose of determining whether such resolution shall be as effective as a resolution passed at a meeting of Directors duly convened and held. An alternate Director shall not (save as aforesaid) have power to act as a Director, nor shall he be deemed to be a Director for the purposes of these Articles.

(D) An alternate Director may be repaid by the Company such expenses as might properly be repaid to him if he were a Director and he shall be entitled to receive from the Company such proportion (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but save as aforesaid, he shall not in respect of such appointment be entitled to receive any remuneration from the Company.

NOTICES.

24. A notice may be given by the company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of twenty-four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

25. A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder first named in the register of members in respect of the share.

26. 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 it through the post in a prepaid letter 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, within the United Kingdom supplied for the purpose by the

persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

27. Notice of every General Meeting shall be given in any manner hereinbefore authorised to—

- (A) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them ;
- (B) every person upon whom the ownership of a share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting ; and
- (C) the Auditor for the time being of the Company.

No other person shall be entitled to receive notices of General Meetings.

GENERAL.


28. The provisions of Articles 7, 12 and 23 shall only apply if and so long as Sun Electric Corporation is the registered proprietor of more than 50 per cent. of the equity share capital of the Company.

INDEMNITY.

29. Subject to the provisions of the Act, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto. Clause 136 of Table A, Part I, shall be extended accordingly.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Elizabeth M. Rowe,
6 Buxton Drive,
New Malden,
Surrey.
Secretary.

MR. 
P.V.N.P. Peter V.N. Prestand
23A Tedworth Square,
London,
S.W.3.
Solicitor

Dated the 5th day of August, 1960.

Witness to the above Signatures—



The Director's House,
The British Museum,
London, W.C.1

Solicitor's Articled Clerk,

No. C. 173

DUPLICATE FOR THE FILE

No. 667618



Certificate of Incorporation

I Hereby Certify, that

SUNTESTER LIMITED

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

Given under my hand at London this Twelfth day of
August One Thousand Nine Hundred and Sixty.

A. J. Mann
ASSISTANT Registrar of Companies.

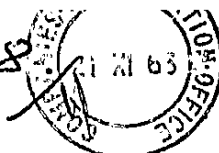
Certificate
received by } *Elizabeth M. Rowe*

Boswell & Leary

Date 12th August 1960

Number of Company

664618



THE COMPANIES ACT, 1948.

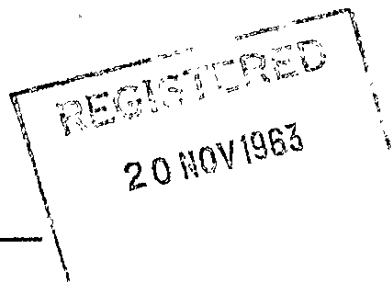
5/-
CRF
5/-
CRF

COMPANY LIMITED BY SHARES.

Ordinary Resolutions

OF

SUNTESTER. LIMITED



PASSED 16th SEPTEMBER 1963

AT an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at 6323 Avondale Avenue Chicago 31 Illinois U.S.A. on the 16th day of September, 1963 the subjoined Resolution was duly passed as an ORDINARY RESOLUTION :

RESOLUTION

"THAT the capital of the Company be increased to £25,000 by the creation of 20,000 additional Ordinary Shares of £1 each ranking pari passu and forming one class with the existing Ordinary Shares in the capital of the Company".

A.T. Casner

A.T. CASNER
Director.

transmitted by:-

Delmarig & Davis.

20, Norfolk Street;

20 NOV 1963

C1060

Number of
Company } 667618



Form No. 10

THE COMPANIES ACT, 1948

£ 5/5/-
CRF

£ 5/5/-
CRF

Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
Company

SUNTESTER

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

Bulcraig & Davis,

Amberley House,

12 Norfolk Street,

Strand, W.C.2

The Solicitors' Law Stationery Society, Limited
192 Fleet Street, E.C.4; 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; 15 & 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".

Sunterster Limited, hereby gives you notice, pursuant to
Section 63 of the Companies Act, 1948, that by an* Ordinary
Resolution of the Company dated the 16th day of September 1963
the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £ 20000 beyond the Registered Capital
of £ 5000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
20000	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 rank pari passu and form one class with the existing
Ordinary Shares in the capital of the Company

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

Signature

G. F. Loshell

State whether Director
or Secretary

DIRECTOR

Dated the 11th day of November 1963

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

THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)



COMPANY LIMITED BY SHARES

£100
CCD

Statement of Increase of the Nominal Capital

OF

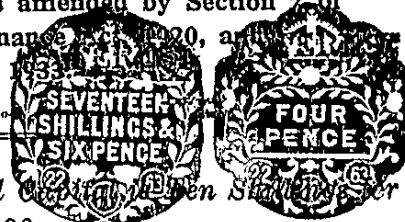
Int 17/10/62
to 20/10/62

SUNTESTER

LIMITED

REGISTERED
20 NOV 1963

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 payable 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

Bulcraig & Davis,

Amberley House,

12 Norfolk Street,

Strand, W.C.2.

The Solicitors' Law Stationery Society, Limited.

23 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

Companies 6B

THE NOMINAL CAPITAL

OF

SUNTESTER

Limited

has by a Resolution of the Company dated

16th September 1963 been increased by

the addition thereto of the sum of £ 20000,

divided into :—

20000

Shares of £1 each

Shares of _____ each

beyond the registered Capital of £5000

Signature

A. J. Loshel

(State whether Director or Secretary) DIRECTOR

Dated the 11th day of November 196 3

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

Number of Company 667618 /119

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Ordinary Resolution

OF

SUNTESTER LIMITED

PASSED the 8th day of AUGUST, 1967.

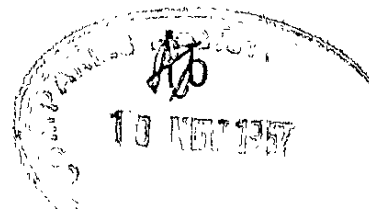
AT an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at 6323 Avondale Avenue, Chicago Illinois U.S.A. on the 8th day of August, 1967 the subjoined Resolution was duly passed as an ORDINARY RESOLUTION :-

RESOLUTION

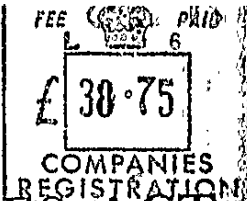
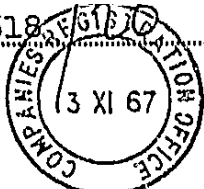
"THAT the capital of the Company be increased to £500,000. by the creation of 475,000. additional Ordinary Shares of £1. each ranking pari passu and forming one class with the existing Ordinary Shares in the capital of the Company".



Director.



Number of
Company } 667618



THE COMPANIES ACT, 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
Company

SUNTESTER

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

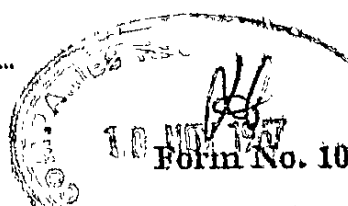
Document Filer's Reference 80/G.1471

Bulcraig & Davis,

12 Norfolk Street,

Strand,

London, W.C.2.



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.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

To THE REGISTRAR OF COMPANIES,

SUNTESTER

Limited, hereby gives you notice, pursuant to

"Ordinary", "Extraordinary", or "Special". Section 63 of the Companies Act, 1948, that by an Ordinary Resolution of the Company dated the 8th day of August, 1967.

the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 475000 beyond the Registered Capital of £ 25000

The additional Capital is divided as follows:—

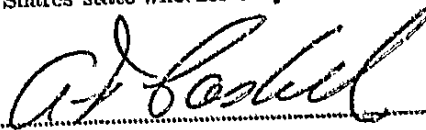
Number of Shares	Class of Share	Nominal amount of each Share
475000	Ordinary	£1

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 rank pari passu and form one class with the existing Ordinary Shares in the capital of the Company.

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

Signature.....



State whether Director
or Secretary

Director.

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

STAMP ACT

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital
OF

SUNTESTER

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

Bulcraig & Davis,

Amberley House,

12 Norfolk St.,

Strand, London, W.C.2.

The Solicitors' Law Stationery Society, Limited.

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

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

THE NOMINAL CAPITAL

OF

SUNTESTER

Limited

has by a Resolution of the Company dated

8th AUGUST

19⁶⁷

been increased by

the addition thereto of the sum of £475000

divided into :—

475 000

Shares of £1 each

Shares of each

beyond the registered Capital of £25000

Signature

G. P. Lister

(State whether Director or Secretary)

Director

Dated the 3rd day of November, 1967

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

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The Companies Acts 1948 to 1976

Company Limited by Shares

Ordinary Resolutions

of

Suntester Limited

Passed on August 7th, 1980

At an Extraordinary General Meeting of the Company duly convened and held at the offices of Sun Electric Corporation at Crystal Lake, Illinois on August 7th, 1980, at 10 a.m., the following Resolutions were duly proposed and passed as Ordinary Resolutions.

Ordinary Resolutions

THAT:

(1) the share capital of the Company be increased from £500,000 to £1,000,000 by the creation of an additional 500,000 shares of £1 each.

(2) following the receipt of one million U.S. dollars from the Company's parent, Sun Electric Corporation on July 14th, 1980 and with the approval of the Directors, the pound sterling proceeds of the receipt be applied for 416,626 shares of the Company issued at a premium. The amount of the premium being a sum sufficient to cover the expenses arising from the issue to be paid into a share premium account. The expenses involved in issuing the shares will be written off by debiting the share premium account and crediting the account in which the expenses appear. A note of the accounting is attached to this Resolution.



R. B. Langpop

L.G. LANGPOP
Chairman

Certified true and correct
[Signature]
[Signature]

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

48

667618

Name of Company

SUNTESTER

Limited*

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]
[extraordinary] [special]† resolution of the company dated 7th August, 1980the nominal capital of the company has been increased by the addition thereto of the sum of
£ 500,000 beyond the registered capital of £ 500,000A 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
500,000	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:

Voting Ordinary shares. Each share carries one vote.

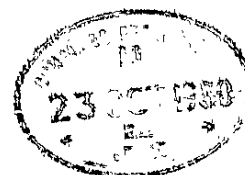
Please tick here if
continued overleaf

Signed

[Director] [Secretary]† Date 21/10/80

Presentor's name, address and
reference (if any):Noel Morris
1, St John's Court
London Street
SWAFFHAM
Norfolk
PE37 7DBFor official use
General section

Post room



The Companies Act, 1948

COMPANY LIMITED BY SHARES.

Memorandum
AND
Articles of Association
OF
SUNTESTER LIMITED

Incorporated the 12th day of August, 1960

BRACEWELL & LEAVER,
7 & 8 NORFOLK STREET,
STRAND,
LONDON, W.C.2.

No. 667618



Certificate of Incorporation

I HEREBY CERTIFY, that SUNTESTER LIMITED is this day Incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this Twelfth day of August,
One Thousand Nine Hundred and Sixty.

A. J. C. MANN,
Assistant Registrar of Companies.

COMPANY LIMITED BY SHARES

Memorandum of Association
OF
SUNTESTER LIMITED

1. The name of the Company is "SUNTESTER LIMITED."
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are :—
 - (1) To manufacture, assemble, design, construct, purchase, hire, import or otherwise acquire ; to own, hold, operate, install, experiment with, improve, invest, repair and maintain ; to sell, export, lease, license the use of, introduce, distribute, pledge, mortgage, assign, transfer or otherwise dispose of, and generally to deal in and with equipment for the testing of motors, machinery and electrical mechanisms of all kinds ; instruments, appliances, devices, apparatus, machines, accessories and tools of all kinds ; and any and all supplies, parts, materials, commodities, products, by-products and equipment applicable or incident to or used in the manufacture, marketing, installation, maintenance and operation of any of the foregoing.
 - (2) To buy, sell, manufacture, repair, alter, improve, prepare for market, let on hire and generally deal in all kinds of plant, machinery, apparatus, tools, utensils, materials, articles and things for the purpose of any of the businesses specified herein or likely to be required by customers or other persons having or about to have dealings with the Company.

- (3) To carry on any other business whatsoever which may seem to the Company capable of being conveniently carried on in connection with the above or which it may be advisable to undertake with a view to developing or rendering valuable, prospecting or turning to account any property, real or personal, belonging to the Company or in which the Company may be interested.
- (4) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control any lands (whether freehold or leasehold), buildings, works and conveniences of all kinds, whether for the purposes of the Company or for sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in the carrying out or establishment, construction, maintenance, improvement, management, working, control or superintendence thereof respectively.
- (5) To subscribe for, purchase, or otherwise acquire, and to hold, dispose of, and deal with the shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof.
- (6) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licenses, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.
- (7) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company; or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.

- (8) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal in bills of exchange, promissory notes, and other negotiable or transferable instruments.
- (9) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidise any company, firm or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- (10) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.
- (11) To lend money to and guarantee the performance of the contracts or obligations of any company, including the holding company or any subsidiary company of this Company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, including as aforesaid, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.
- (12) To sell, lease, grant licences, easements and other rights, over and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company whether fully or partly paid up.
- (13) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (14) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (15) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business, or the relations, connections

or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees, to enable them to purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.

(16) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.

(17) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £5,000, divided into 5,000 shares of £1 each. See * below.

* the share capital through subsequent amendments was raised to £500,000. On 10th August, 1980 an Ordinary Resolution in an Extraordinary General Meeting of the Members increased this figure to £1,000,000, divided into 1,000,000 shares of £1 each.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
ELIZABETH M. ROWE, 6 Buxton Drive, New Malden, Surrey, Secretary.	1 (One)
PETER J. N. PRESLAND, 23A Tedworth Square, London, S.W.3, Solicitor.	1 (One)
Total ..	2 (Two)

Dated the 5th day of August, 1960.

Witness to the above Signatures—

J. J. F. FRANCIS,
 The Director's House,
 The British Museum,
 London, W.C.1,
 Solicitor's Articled Clerk.

COMPANY LIMITED BY SHARES

Articles of Association
OF
SUNTESTER LIMITED

PRELIMINARY.

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A, Part I"), shall, except as hereinafter provided and so far as the same are not inconsistent with the provisions of these Articles, apply to the Company, and clause 1 of Table A, Part I, shall apply to the construction of these Articles. Part II of the said Table A shall not apply to the Company.

PRIVATE COMPANY.

2. The Company is a Private Company, and accordingly :—
- (A) The right to transfer shares in the Company shall be restricted in manner hereinafter appearing.
 - (B) The number of members of the Company (not including persons who are in the employment of the Company, and persons who, having been formerly in the employment of the Company, were while in such employment and have continued after the determination of that employment to be members of the Company) is limited to fifty : Provided that where two or more persons hold one or more shares in the Company jointly they shall for the purposes of this paragraph be treated as a single member.
 - (C) No invitation shall be made to the public to subscribe for any shares or debentures of the Company.

CAPITAL.

3. The share capital of the Company is £5,000, divided into 5,000 Ordinary Shares of £1 each. see * below

SHARES.

4. All or any unissued shares shall before issue be offered to the members holding Ordinary Shares in proportion as nearly as circumstances admit to their existing holdings of such shares. Any such offer shall be made by notice in writing, specifying the number of shares offered, and limiting a time (not being less than thirty days) within which the offer, if not accepted, will be deemed to have been declined; and after the expiration of that time or on the receipt of an intimation from the member concerned that he declines to accept the shares offered, the Directors may dispose of those shares in such manner as they think fit.

LIEN.

5. The liens given by clause 11 of Table A, Part I, shall extend to every share in the capital of the Company, whether fully paid or not.

TRANSFER OF SHARES.

6. The Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a share (whether fully paid or not).

7. All transfers shall be subject to the following provisions:—

(i) No member of the Company other than Sun Electric Corporation shall transfer his shares without first sending by registered post to Sun Electric Corporation notice in writing of his desire to do so, such notice to operate so as to give Sun Electric Corporation the option to acquire the whole or any part of such shares at book value for itself or its nominees. Such option shall be exercisable within thirty days of the date of the receipt of such notice and payment for any shares so acquired shall be made within thirty days of the date of the exercise of such option.

(ii) For the purposes of paragraph (i) above, "book value" shall mean that proportion of the excess of the assets of the Company over the aggregate of all its obligations and liabilities (excluding share capital) which the shares to be transferred represents of the total of the issued share capital of the Company. For the purposes of

* the share capital through subsequent amendments was raised to £500,000. On 10th August, 1980 an Ordinary Resolution in an Extraordinary General Meeting of the Members increased this figure to £1,000,000, divided into 1,000,000 shares of £1 each.

such computation, the assets to be included shall be those normally disclosed on the balance sheet of the Company according to accepted accountancy principles excluding goodwill, trade marks, trade names, merchandising rights and similar industrial property. In the event that the transferring member and the Sun Electric Corporation are unable to agree on the book value, such value shall be determined according to the above principles by the Auditors for the time being of the Company.

- (iii) If within the last mentioned period of thirty days the whole of the shareholding comprised in the said notice shall not have been acquired by Sun Electric Corporation, then as regards that part not so acquired the transferring member shall be free to transfer all or any part of such shareholding not so acquired to any person at any price.
- (iv) In the event of the death, bankruptcy or unsoundness of mind of any member of the Company or of a receiving order being made against any member other than Sun Electric Corporation or of any member other than Sun Electric Corporation compounding with its creditors, Sun Electric Corporation shall be entitled to treat such event as a notice in writing pursuant to the provisions of paragraph (i) above of the intention of such member to transfer the shares of which he is at the time immediately preceding such event the registered proprietor.
- (v) For the purpose of this Article and Articles 12 and 23, Sun Electric Corporation shall mean the corporation of that name organised and existing under the laws of the State of Delaware, United States of America, and any subsidiary of Sun Electric Corporation acquiring the whole or any part of the shares of the Company from Sun Electric Corporation.

PROCEEDINGS AT GENERAL MEETINGS.

8. Three members present in person or by proxy or by representatives appointed under clause 74 of Table A, Part I, shall be a quorum at any General Meeting.

9. A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Clause 58 of Table A, Part I, shall be modified accordingly.

10. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at General Meetings (or being corporations, by their duly authorised representatives) shall be as effective as if the same had been passed at a General Meeting of the Company, duly convened and held, and may consist of several documents in the like form, each signed by one or more persons.

DIRECTORS.

11. Unless and until otherwise resolved in accordance with clause 94 of Table A, Part I, the Directors shall not be less than four in number. Clause 75 of Table A, Part I, shall not apply to the Company.

12. The Directors of the Company shall be appointed by Sun Electric Corporation, and each such Director shall hold office at the pleasure of Sun Electric Corporation. Sun Electric Corporation shall be entitled at any time to remove from office any Director so appointed and to appoint another in his place. Notice of any such appointment or removal shall be in writing signed by Sun Electric Corporation and lodged with the Company at its registered office, and shall take effect upon such lodgment.

13. The ordinary remuneration of the Directors shall from time to time be determined by an Ordinary Resolution of the Company, and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. Clause 76 of Table A, Part I, shall not apply to the Company.

14. The Directors may repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors, or of any committee of the Directors, or General Meetings, or otherwise in or about the business of the Company.

15. A Director shall not be required to hold any shares in the capital of the Company to qualify him for office. Clause 77 of Table A, Part I, shall not apply to the Company.

BORROWING POWERS.

16. The proviso to clause 79 of Table A, Part I, shall not apply to the Company.

POWERS AND DUTIES OF DIRECTORS.

17. No Director shall be disqualified by his position as Director from entering into any contract or arrangement with the Company, and a Director may vote and be taken into account for the purpose of constituting a quorum in respect of any contract or arrangement in which he may be in any way interested, and may retain for his own absolute use and benefit all profits and advantages accruing to him therefrom. A Director may hold any other office or place of profit under the Company other than that of Auditor, and render professional services to the Company, on such terms as to remuneration and otherwise as the Directors may determine. Sub-clauses (2), (3), (4) and (5) of clause 84 of Table A, Part I, shall not apply to the Company.

RETIREMENT OF DIRECTORS.

18. The office of a Director shall be vacated in any of the following events, namely :—

- (A) If he become prohibited by law from acting as a Director.
- (B) If (not being a Managing Director holding office as such for a fixed term) he resign by writing under his hand left at the registered office.
- (C) If he have a receiving order made against him or compound with his creditors generally.
- (D) If he become of unsound mind.
- (E) If he is removed from office pursuant to Article 12.

Clause 88 of Table A, Part I, shall not apply to the Company.

19. The Directors shall not be subject to retirement by rotation, and accordingly clauses 89 to 92 of Table A, Part I, shall not apply to the Company, and all other references in Table A, Part I, to retirement by rotation shall be disregarded.

PROCEEDINGS OF DIRECTORS.

20. A resolution in writing signed by not less than three Directors, whether present in the United Kingdom or not, and after notice has been duly given to all Directors, shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors.

21. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of

votes provided that not less than three Directors are in favour, which number shall also constitute the quorum necessary for the transaction of the business of the Directors. The Chairman shall not have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. A Director shall, subject to his giving to the Company an address whether within the United Kingdom or elsewhere at which notices may be served upon him, be entitled to receive notices of all meetings of Directors. Clause 98 of Table A, Part I, shall not apply to the Company.

MANAGING DIRECTORS.

22. Clauses 107 to 109 inclusive of Table A, Part I, shall extend to include the posts of Deputy and Assistant Managing Director.

ALTERNATE DIRECTORS.

23. (A) Any Director may at any time by writing under his hand and deposited at the registered office appoint any person to be his alternate Director and may in like manner at any time terminate such appointment. Provided that where the Director so appointing an alternate Director has himself been appointed by Sun Electric Corporation under Article 12, such alternate Director shall be a person approved by Sun Electric Corporation. Any such approval shall be given in writing and lodged with the Company at its registered office.

(B) The appointment of an alternate Director shall *ipso facto* determine—

- (1) on the happening of any event which if he were a Director would cause him to vacate his office in accordance with the provisions of Article 18 ;
- (2) if his appointment is determined by writing under the hand of the Director by whom he was appointed and such notice is deposited at the registered office ;
- (3) if the approval referred to in paragraph (A) hereof is withdrawn and notice thereof in writing is deposited at the registered office ; or
- (4) if the Director by whom he was appointed ceases for any reason to be a Director.

(c) An alternate Director shall, subject to his giving to the Company an address whether within the United Kingdom or elsewhere at which notices may be served upon him, be entitled to receive notices of meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to perform

all functions of his appointor as a Director, and in the event of his appointor being unavailable he shall be entitled to sign any resolution in accordance with the provisions of Article 20. An alternate Director attending any meeting of Directors shall in the absence of the Director appointing him be counted as a Director for the purpose of determining whether there is a quorum, and an alternate Director signing any resolution in accordance with the provisions of Article 20 shall, in the event of the Director appointing him being unavailable to sign such resolution, be counted as a Director for the purpose of determining whether such resolution shall be as effective as a resolution passed at a meeting of Directors duly convened and held. An alternate Director shall not (save as aforesaid) have power to act as a Director, nor shall he be deemed to be a Director for the purposes of these Articles.

(D) An alternate Director may be repaid by the Company such expenses as might properly be repaid to him if he were a Director and he shall be entitled to receive from the Company such proportion (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but save as aforesaid, he shall not in respect of such appointment be entitled to receive any remuneration from the Company.

NOTICES.

24. A notice may be given by the company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of twenty-four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

25. A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder first named in the register of members in respect of the share.

26. 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 it through the post in a prepaid letter 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, within the United Kingdom supplied for the purpose by the

persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

27. Notice of every General Meeting shall be given in any manner hereinbefore authorised to—

- (A) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;
- (B) every person upon whom the ownership of a share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
- (C) the Auditor for the time being of the Company.

No other person shall be entitled to receive notices of General Meetings.

GENERAL.

28. The provisions of Articles 7, 12 and 23 shall only apply if and so long as Sun Electric Corporation is the registered proprietor of more than 50 per cent. of the equity share capital of the Company.

INDEMNITY.

29. Subject to the provisions of the Act, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto. Clause 136 of Table A, Part I, shall be extended accordingly.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

ELIZABETH M. ROWE,
6 Buxton Drive,
New Malden,
Surrey,
Secretary.

PETER J. N. PRESLAND,
23A Tedworth Square,
London, S.W.3,
Solicitor.

Dated the 5th day of August, 1960.

Witness to the above Signatures—

J. J. F. FRANCIS,
The Director's House,
The British Museum,
London, W.C.1,
Solicitor's Articled Clerk.

FIRST SCHEDULE
TO
THE COMPANIES ACT, 1948
(11 & 12 GEO 6, CH. 38)

TABLE A

PART I

REGULATIONS FOR MANAGEMENT OF A COMPANY
LIMITED BY SHARES, NOT BEING A PRIVATE COMPANY

INTERPRETATION.

1. In these regulations :—

“ the Act ” means the Companies Act, 1948.

“ the seal ” means the common seal of the company

“ secretary ” means any person appointed to perform the duties of the secretary of the company.

“ the United Kingdom ” means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

SHARE CAPITAL AND VARIATION OF RIGHTS.

2. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the company may from time to time by ordinary resolution determine.

3. Subject to the provisions of section 58 of the Act, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the company are liable, to be redeemed on such terms and in such manner as the company before the issue of the shares may by special resolution determine.

4. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of these regulations relating to general meetings shall apply, but so that the necessary quorum shall be two persons at least holding or

representing by proxy one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll.

5. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

6. The company may exercise the powers of paying commissions conferred by section 53 of the Act, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the said section and the rate of the commission shall not exceed the rate of 10 per cent. of the price at which the shares in respect whereof the same is paid are issued or an amount equal to 10 per cent. of such price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The company may also on any issue of shares pay such brokerage as may be lawful.

7. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

8. Every person whose name is entered as a member in the register of members shall be entitled without payment to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares or several certificates each for one or more of his shares upon payment of 2s. 6d. for every certificate after the first or such less sum as the directors shall from time to time determine. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid up thereon. Provided that in respect of a share or shares held jointly by several persons the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

9. If a share certificate be defaced, lost or destroyed, it may be renewed on payment of a fee of 2s. 6d. or such less sum and on such terms (if any) as to evidence and indemnity and the payment of out-of-pocket expenses of the company of investigating evidence as the directors think fit.

10. The company shall not give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the company or in its holding company nor shall the company make a loan for any purpose whatsoever on the security of its shares or those of its holding company, but nothing in this regulation shall prohibit transactions mentioned in the proviso to section 54 (1) of the Act.

LIEN.

11. The company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share,

and the company shall also have a first and paramount lien on all shares (other than fully paid shares) standing registered in the name of a single person for all moneys presently payable by him or his estate to the company; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The company's lien, if any, on a share shall extend to all dividends payable thereon.

12. The company may sell, in such manner as the directors think fit, any shares on which the company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy.

13. To give effect to any such sale the directors may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he 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 or invalidity in the proceedings in reference to the sale.

14. The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES.

15. The directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times, provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call, and each member shall (subject to receiving at least fourteen days' notice specifying the time or times and place of payment) pay to the company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the directors may determine.

16. A call shall be deemed to have been made at the time when the resolution of the directors authorising the call was passed and may be required to be paid by instalments.

17. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

18. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding 5 per cent. per annum as the directors may determine, but the directors shall be at liberty to waive payment of such interest wholly or in part.

19. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall for the purposes of these regulations be deemed to be a call duly made and payable on the date on

which by the terms of issue the same becomes payable, and in case of non-payment all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

20. The directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment.

21. The directors may, if they think fit, receive from any member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him, and upon all or any of the moneys so advanced may (until the same would, but for such advance, become payable) pay interest at such rate not exceeding (unless the company in general meeting shall otherwise direct) 5 per cent. per annum, as may be agreed upon between the directors and the member paying such sum in advance.

TRANSFER OF SHARES.

22. The instrument of transfer of any share shall be executed by or on behalf of the transferor and transferee, and, except as provided by sub-paragraph (4) of paragraph 2 of the Seventh Schedule to the Act, the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

23. Subject to such of the restrictions of these regulations as may be applicable, any member may transfer all or any of his shares by instrument in writing in any usual or common form or any other form which the directors may approve.

24. The directors may decline to register the transfer of a share (not being a fully paid share) to a person of whom they shall not approve, and they may also decline to register the transfer of a share on which the company has a lien.

25. The directors may also decline to recognise any instrument of transfer unless—

- (a) a fee of 2s. 6d. or such lesser sum as the directors may from time to time require is paid to the company in respect thereof;
- (b) the instrument of transfer is accompanied by the certificate of 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; and
- (c) the instrument of transfer is in respect of only one class of share.

26. If the directors refuse to register a transfer 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.

27. The registration of transfers may be suspended at such times and for such periods as the directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty days in any year.

28. The company shall be entitled to charge a fee not exceeding 2s. 6d. on the registration of every probate, letters of administration, certificate of death or marriage, power of attorney, notice in lieu of distringas, or other instrument.

TRANSMISSION OF SHARES.

29. In case of the death of a member the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

30. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his death or bankruptcy, as the case may be.

31. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member.

32. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided always that the directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with.

FORFEITURE OF SHARES.

33. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

34. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.

35. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited, by a resolution of the directors to that effect.

36. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the directors think fit.

37. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the company all moneys which, at the date of forfeiture, were payable by him to the company in respect of the shares, but his liability shall cease if and when the company shall have received payment in full of all such moneys in respect of the shares.

38. A statutory declaration in writing that the declarant is a director or the secretary of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The company may receive the consideration, if any, given for the share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

39. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

CONVERSION OF SHARES INTO STOCK.

40. The company may by ordinary resolution convert any paid-up shares into stock, and reconvert any stock into paid-up shares of any denomination.

41. The holders of stock may transfer the same, or any part thereof, in the same manner, and subject to the same regulations, as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit; and the directors may from time to time fix the minimum amount of stock transferable but so that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

42. The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

43. Such of the regulations of the company as are applicable to paid-up shares shall apply to stock, and the words "share" and "shareholder" therein shall include "stock" and "stockholder."

ALTERATION OF CAPITAL.

44. The company may from time to time by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.

45. The company may by ordinary resolution—

- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares ;
- (b) sub-divide its existing shares, or any of them, into shares of smaller amount than is fixed by the memorandum of association subject, nevertheless, to the provisions of section 61 (1) (d) of the Act ;
- (c) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

46. The company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any manner, and with, and subject to, any incident authorised, and consent required, by law.

GENERAL MEETINGS..

47. The company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it ; and not more than fifteen months shall elapse between the date of one annual general meeting of the company and that of the next. Provided that so long as the company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the directors shall appoint.

48. All general meetings other than annual general meetings shall be called extraordinary general meetings.

49. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by section 132 of the Act. If at any time there are not within the United Kingdom sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

NOTICE OF GENERAL MEETINGS.

50. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the company in general meeting, to such persons as are, under the regulations of the company, entitled to receive such notices from the company :

Provided that a meeting of the company shall, notwithstanding that it is called by shorter notice than that specified in this regulation, be deemed to have been duly called if it is so agreed—

- (a) in the case of a meeting called as the 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 at the meeting, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right.

51. 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.

52. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.

53. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three members present in person shall be a quorum.

54. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

55. The chairman, if any, of the board of directors shall preside as chairman at every general meeting of the company, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the directors present shall elect one of their number to be chairman of the meeting.

56. If at any meeting 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 shall choose one of their number to be chairman of the meeting.

57. The chairman may, with the consent of any 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 any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

58. At any general meeting a resolution put to the vote of the meeting shall be decided on, a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded—

- (a) by the chairman; or
- (b) by at least three members present in person or by proxy; or
- (c) by any member or members present in person or by proxy and 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 in the company 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.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

59. Except as provided in regulation 61, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

60. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

61. 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 at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS.

62. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

63. 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 for this purpose seniority shall be determined by the order in which the names stand in the register of members.

64. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis, or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.

65. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

66. 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 given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.

67. On a poll votes may be given either personally or by proxy.

68. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the company.

69. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting or adjourned meeting, at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

70. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit—

“
I/We Limited
of
in the county of , being a member/members of the
above-named company, hereby appoint
of
or failing him,
of
as my/our proxy to vote for me/us on my/our behalf at the
[annual or extraordinary, as the case may be] general
meeting of the company to be held on the day
of 19 , and at any adjournment thereof.
Signed this day of 19 .”

71. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit—

“
I/We Limited
of
in the county of , being a member/members
of the above-named company, hereby appoint
of
or failing him,
of
as my/our proxy to vote for me/us on my/our behalf at
the [annual or extraordinary, as the case may be] general
meeting of the company, to be held on the day
of 19 , and at any adjournment thereof.
Signed this day of 19 .

This form is to be used *in favour of the resolution. Unless
otherwise instructed, the proxy will vote as he thinks fit.
* Strike out whichever is not desired.”

72. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

73. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the

proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS.

74. Any corporation which is a member of the company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the company or of any class of members of the company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the company.

DIRECTORS.

75. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum of association or a majority of them.

76. The remuneration of the directors shall from time to time be determined by the company in general meeting. Such remuneration shall be deemed to accrue from day to day. The directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company.

77. The shareholding qualification for directors may be fixed by the company in general meeting, and unless and until so fixed no qualification shall be required.

78. A director of the company may be or become a director or other officer of, or otherwise interested in, any company promoted by the company or in which the company may be interested as shareholder or otherwise, and no such director shall be accountable to the company for any remuneration or other benefits received by him as a director or officer of, or from his interest in, such other company unless the company otherwise direct.

BORROWING POWERS.

79. The directors may exercise all the powers of the company to borrow 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 whether outright or as security for any debt, liability or obligation of the company or of any third party :

Provided that the amount for the time being remaining undischarged of moneys borrowed or secured by the directors as aforesaid (apart from temporary loans obtained from the company's bankers in the ordinary course of business) shall not at any time, without the previous sanction of the company in general meeting, exceed the nominal amount of the share capital of the company for the time being issued, but nevertheless no lender or other person dealing with the company shall be concerned to see or inquire whether this limit is observed. No debt incurred or security given in excess of such limit shall be invalid or ineffectual except in the case of express notice to the lender or the recipient of the security at the time when the debt was incurred or security given that the limit hereby imposed had been or was thereby exceeded.

POWERS AND DUTIES OF DIRECTORS.

80. The business of the company shall be managed by the directors, who may pay all expenses incurred in promoting and registering the company, and may exercise all such powers of the company as are not, by the Act or by these regulations, required to be exercised by the company in general meeting, subject, nevertheless, to any of these regulations, to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the company in general meeting; but no regulation made by the company in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.

81. The directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors, to be the attorney or attorneys of the company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these regulations) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

82. The company may exercise the powers conferred by section 35 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

83. The company may exercise the powers conferred upon the company by sections 119 to 123 (both inclusive) of the Act with regard to the keeping of a dominion register, and the directors may (subject to the provisions of those sections) make and vary such regulations as they may think fit respecting the keeping of any such register.

84. (1) A director who is in any way, whether 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.

(2) A director shall not vote in respect of any contract or arrangement in which he is interested, and if he shall do so his vote shall not be counted, nor shall he be counted in the quorum present at the meeting, but neither of these prohibitions shall apply to—

- (a) any arrangement for giving any director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the company; or
- (b) any arrangement for the giving by the company of any security to a third party in respect of a debt or obligation of the company for which the director himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or
- (c) any contract by a director to subscribe for or underwrite shares or debentures of the company; or
- (d) any contract or arrangement with any other company in which he is interested only as an officer of the company or as holder of shares or other securities;

and these prohibitions may at any time be suspended or relaxed to any extent, and either generally or in respect of any particular contract, arrangement or transaction, by the company in general meeting.

(3) A director may hold any other office or place of profit under the company (other than the office of auditor) in conjunction with his office of director for such period and on such terms (as to remuneration and otherwise) as the directors may determine and no director or intending director shall be disqualified by his office from contracting with the company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the company in which any director is in any way interested, be liable to be avoided, nor shall any director so contracting or being so interested be liable to account to the company for any profit realised by any such contract or arrangement by reason of such director holding that office or of the fiduciary relation thereby established.

(4) A director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other director is appointed to hold any such office or place of profit under the company or whereat the terms of any such appointment are arranged, and he may vote on any such appointment or arrangement other than his own appointment or the arrangement of the terms thereof.

(5) Any director may act by himself or his firm in a professional capacity for the company, and he or his firm shall be entitled to remuneration for professional services as if he were not a director; provided that nothing herein contained shall authorise a director or his firm to act as auditor to the company.

85. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine.

86. The directors shall cause minutes to be made in books provided for the purpose—

- (a) of all appointments of officers made by the directors;
 - (b) of the names of the directors present at each meeting of the directors and of any committee of the directors;
 - (c) of all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors;
- and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose.

87. The directors on behalf of the company may pay a gratuity or pension or allowance on retirement to any director who has held any other salaried office or place of profit with the company or to his widow or dependents and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

DISQUALIFICATION OF DIRECTORS.

88. The office of director shall be vacated if the director—

- (a) ceases to be a director by virtue of section 182 or 185 of the Act; or
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) becomes prohibited from being a director by reason of any order made under section 188 of the Act; or
- (d) becomes of unsound mind; or
- (e) resigns his office by notice in writing to the company; or
- (f) shall for more than six months have been absent without permission of the directors from meetings of the directors held during that period.

ROTATION OF DIRECTORS.

89. At the first annual general meeting of the company all the directors shall retire from office, and at the annual general meeting in every subsequent year one-third of the directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.

90. 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.

91. A retiring director shall be eligible for re-election.

92. The company at the meeting at which a director retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring director shall if offering himself for re-election be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such director shall have been put to the meeting and lost.

93. No person other than a director retiring at the meeting shall unless recommended by the directors be eligible for election to the office of director at any general meeting unless not less than three nor more than twenty-one days before the date appointed for the meeting there shall have been left at the registered office of the company notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

94. The company may from time to time by ordinary resolution increase or reduce the number of directors, and may also determine in what rotation the increased or reduced number is to go out of office.

95. The directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors shall not at any time exceed the number fixed in accordance with these regulations. Any director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the directors who are to retire by rotation at such meeting.

96. The company may by ordinary resolution, of which special notice has been given in accordance with section 142 of the Act, remove any director before the expiration of his period of office notwithstanding anything in these regulations or in any agreement between the company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the company.

97. The company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding regulation, and without prejudice to the powers of the directors under regulation 95 the company in general meeting may appoint any person to be a director either to fill a casual vacancy or as an additional director. A person appointed in place of a director so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.

PROCEEDINGS OF DIRECTORS.

98. The directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any director for the time being absent from the United Kingdom.

99. The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall be two.

100. The continuing directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the company as the necessary quorum of directors, the continuing directors or director may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the company, but for no other purpose.

101. The directors may elect a chairman of their meetings and determine the period for which he is to hold office; but if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.

102. The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors.

103. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

104. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.

105. All acts done by any meeting of the directors or of a committee of directors or by any person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.

106. A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.

MANAGING DIRECTOR.

107. The directors may from time to time appoint one or more of their body to the office of managing director for such period and on such terms as they think fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A director so appointed shall not, whilst holding that office, be subject to retirement

by rotation or be taken into account in determining the rotation of retirement of directors, but his appointment shall be automatically determined if he cease from any cause to be a director.

108. A managing 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 the directors may determine.

109. The directors may entrust to and confer upon a managing director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.

SECRETARY.

110. 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.

111. No person shall be appointed or hold office as secretary who is—

- (a) the sole director of the company; or
- (b) a corporation the sole director of which is the sole director of the company; or
- (c) the sole director of a corporation which is the sole director of the company.

112. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

THE SEAL.

113. The directors shall provide for the safe custody of the seal, which shall only be used by the authority of the directors or of a committee of the directors authorised by the directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors for the purpose.

DIVIDENDS AND RESERVE.

114. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the directors.

115. The directors may from time to time pay to the members such interim dividends as appear to the directors to be justified by the profits of the company.

116. No dividend shall be paid otherwise than out of profits.

117. The directors may, before recommending any dividend, set aside out of the profits of the company such sums as they think proper as a reserve or reserves which shall, at the discretion of the directors, be applicable for any purpose to which the profits of the company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the directors may from time to time think fit. The directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.

118. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid 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 such share shall rank for dividend accordingly.

119. The directors may deduct from any dividend payable to any member all sums of money (if any) presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

120. Any general meeting declaring a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stock of any other company or in any one or more of such ways, and the directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the directors may settle the same as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the directors.

121. Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Any one of two or more joint holders may give effectual receipts for any dividends, bonuses or other moneys payable in respect of the shares held by them as joint holders.

122. No dividend shall bear interest against the company.

ACCOUNTS.

123. The directors shall cause proper books of account to be kept with respect to—

- (a) all sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the company; and
- (c) the assets and liabilities of the company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions.

124. The books of account shall be kept at the registered office of the company, or, subject to section 147 (3) of the Act, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.

125. The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the company or any of them shall

be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by statute or authorised by the directors or by the company in general meeting.

126. The directors shall from time to time, in accordance with sections 148, 150 and 157 of the Act, cause to be prepared and to be laid before the company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

127. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the company in general meeting, together with a copy of the auditors' report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the company and to every person registered under regulation 31. Provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the company is not aware or to more than one of the joint holders of any shares or debentures.

CAPITALISATION OF PROFITS.

128. The company in general meeting may upon the recommendation of the directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other, and the directors shall give effect to such resolution :

Provided that a share premium account and a capital redemption reserve fund may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares.

129. Whenever such a resolution as aforesaid shall have been passed the directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

AUDIT.

130. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act.

NOTICES.

131. A notice may be given by the company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

132. A notice may be given by the company to the joint holders of a share by giving the notice to the joint holder first named in the register of members in respect of the share.

133. 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 it through the post in a prepaid letter 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, within the United Kingdom supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

134. Notice of every general meeting shall be given in any manner hereinbefore authorised to—

- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the company an address within the United Kingdom for the giving of notices to them;
- (b) every person upon whom the ownership of a share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
- (c) the auditor for the time being of the company.

No other person shall be entitled to receive notices of general meetings.

WINDING UP.

135. If the company shall be wound up the liquidator may, with the sanction of an extraordinary resolution of the company and any other sanction required by the Act, divide amongst the members in specie or kind the whole or any part of the assets of the company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such 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 such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY.

136. Every director, managing director, agent, auditor, secretary and other officer for the time being 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 under section 448 of the Act in which relief is granted to him by the court.

PART II

REGULATIONS FOR THE MANAGEMENT OF A PRIVATE COMPANY LIMITED BY SHARES

1. The regulations contained in Part I of Table A (with the exception of regulations 24 and 53) shall apply.

2. The company is a private company and accordingly—

- (a) the right to transfer shares is restricted in manner hereinafter prescribed ;
- (b) the number of members of the company (exclusive of persons who are in the employment of the company and of persons who having been formerly in the employment of the company were while in such employment and have continued after the determination of such employment to be members of the company) is limited to fifty. Provided that where two or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be treated as a single member ;
- (c) any invitation to the public to subscribe for any shares or debentures of the company is prohibited ;
- (d) the company shall not have power to issue share warrants to bearer.

3. 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.

4. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business ; save as herein otherwise provided two members present in person or by proxy shall be a quorum.

5. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held.

6. The directors may at any time require any person whose name is entered in the register of members of the company to furnish them with any information, supported (if the directors so require) by a statutory declaration, which they may consider necessary for the purpose of determining whether or not the company is an exempt private company within the meaning of subsection (4) of section 129 of the Act.

NOTE.—Regulations 3 and 4 of this Part are alternative to regulations 24 and 53 respectively of Part I.

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

SUNTESTER LIMITED

Incorporated the 12th day of August, 1960

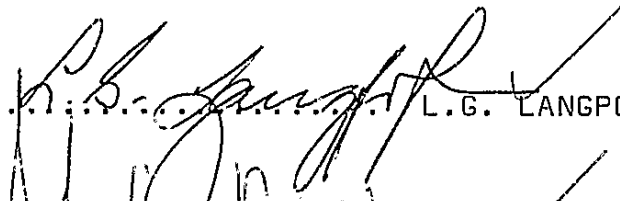
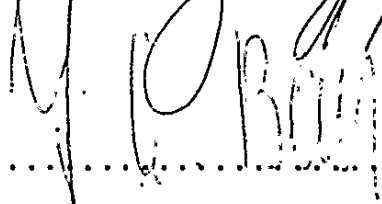
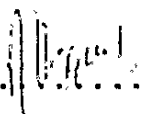
BRACEWELL & LEAVER,
7 & 8 Norfolk Street,

SUNTESTER LIMITED

SPECIAL RESOLUTION

At an Extraordinary General Meeting of the Company held at Sun Electric Corporation, One Sun Parkway, Crystal Lake, Illinois, U.S.A. on the 6th October 1982 it was resolved that the name of the Company be changed on 1st November 1982 from Suntester Limited to Sun Electric U.K. Limited.

For and on behalf of the Board

.....  L.G. LANGPOP
.....  J.G. 9AX
.....  P.B. HIGGINS



SUNTESTER LIMITED
OLDMEADOW ROAD
KING'S LYNN
NORFOLK.

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No.

667618

A handwritten signature, possibly reading '7' or a stylized name, written over the number 667618.

I hereby certify that

SUNTESTER LIMITED

having by special resolution changed its name, is now
incorporated under the name of

SUN ELECTRIC U.K. LIMITED

Given under my hand at Cardiff the 11TH NOVEMBER 1982

A handwritten signature, possibly reading 'E. J. Jones', written in ink.

Assistant Registrar of Companies

73.

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

SUN ELECTRIC (U.K.) LIMITED

Special Resolution passed on 19th MARCH 1985.

At an Extraordinary General Meeting of the Company held on 19th MARCH 1985 the following resolution was duly passed as a Special Resolution:

That the objects of the company be altered by deleting the whole of Clause II of its Memorandum of Association and by substituting in lieu thereof Clause II as follows:-

(II) To lend money to and to support, guarantee and/or secure either with or without consideration the payment of any debenture stock, debentures, dividends, shares or moneys or the performance of engagements or contracts of any other Company or person and in particular (but without prejudice to the generality of the foregoing) of any Company which is, for the time being, the Company's holding company as defined by Section 154 of the Companies Act 1948, or another subsidiary, as defined by the said section, of the Company's holding company or otherwise associated with the Company in business and to give indemnities and guarantees of all kinds and by way of security as aforesaid either with or without consideration to mortgage and charge the undertaking and all or any of the real and personal property and assets present or future, to issue debentures and debenture stock and collaterally or further to secure any securities of the Company by a Trust Deed or other assurance

..... D B DAVIS
 L A ENZ
 P B HIGGINS

(Directors)



(Secretary)

G

COMPANIES FORM No. 155(6)a

**Declaration in relation to
assistance for the acquisition
of shares.**

155(6)a

Please do not
write in this
margin

Pursuant to section 155(6) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

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

667618

Note
Please read the notes
on page 3 before
completing this form

Name of company

Sun Electric U.K. Limited

*Insert full name
of company

†Insert name(s) and
address(es) of all
the directors

XSWet

Martin M. Ellen, 4230 North Ridge Road, Illinois 60004, U.S.A.

Gerald A. Kien, 102 South Hills Road, Illinois 60010, U.S.A.

Patrick B. Higgins, 9 Burleigh Mews, Manchester M21 2CB, England

John A. Marten, 17 Parkhill, Kings Lynn, Norfolk PE32 1RJ, England

H. Allan Stark, 218 Beaumont Lane, Illinois 60010, U.S.A.

G. Theodore van Oostrum, Talsmastraat 3, 4191 HP, Geldermalsen,

The Netherlands

§Delete and
appropriate

†Delete whichever
is inappropriate

~~XXXXXX~~ [all the directors] of the above company do solemnly and sincerely declare that:

The business of the company is:

~~XXXXXX~~ (a) ~~XXXXXX~~ (recognised bank) (licensed institution) within the meaning of the Banking Act 1979

~~XXXXXX~~ (a) ~~XXXXXX~~ (recognised bank) (licensed institution) within the meaning of the Banking Act 1979

~~XXXXXX~~ (a) ~~XXXXXX~~ (recognised bank) (licensed institution) within the meaning of the Banking Act 1979

(c) something other than the above

The company is proposing to give financial assistance in connection with the acquisition of shares in the
[company] ~~XXXXXX~~ ~~XXXXXX~~ ~~XXXXXX~~

†

The assistance is for the purpose of ~~XXXXXX~~ (reducing or discharging a liability incurred for the
purpose of that acquisition).

The number and class of the shares acquired or to be acquired is: 526,625
ordinary shares of £1 each

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

Baker & McKenzie
100 New Bridge Street
London EC4V 6JA
England

Ref. HRS/KLV/MDH

For official use
General Section

Post room

COMPANIES HOUSE
04 AUG 1992
12

The assistance is to be given to: (note 2) _____

Sun Electric U.K. Holding Limited

(Reg. No. 2648720)

Reg. Office: Old Meadow Road, Kings Lynn, Norfolk PE30 4JW

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

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

Delete all
(b) as appropriate

The assistance will take the form of:

1. Drawing upon a credit facility from Barclay's Bank Plc. of 21 Tuesday Market Place, Kings Lynn, Norfolk in the amount of £5 million and nominating Sun Electric U.K. Holding Limited as the recipient of the funds drawn, in order to pay the purchase price owed to the vendor Sun Electric Worldwide, Inc., pursuant to the Agreement dated March 20, 1992, on terms that the Company remains the primary debtor, and
2. Executing a Loan Note between the Company and Sun Electric U.K. Holding Limited.

4

The person who has acquired ~~the shares~~ the shares is:

Sun Electric U.K. Holding Limited

Delete as appropriate

The principal terms on which the assistance will be given are:

Sun Electric U.K. Holding Limited shall be liable to repay the funds to Sun Electric U.K. Limited pursuant to the Loan Note of even date herewith

4

The amount of cash to be transferred to the person assisted is £ 5 million

The value of any asset to be transferred to the person assisted is £ N/A

The date on which the assistance is to be given is June 19 92

Page 2 Page 3

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ink type, or
block lettering

etc either (a) or
as appropriate

~~X~~ We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)

(a) [I/We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date] (note 3)

~~(b) [I/We have formed the opinion that the company will be able to pay its debts in full within 12 months of the date on which the assistance is proposed to be given]~~

And we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

AS TO PATRICK HIGGINS and JOHN MARTEN
Declared at KING'S LYNN NORFOLK

the 29th day of JUNE
One thousand nine hundred and ninety two
before me [Signature] SOLICITOR

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

Declarants to sign below

Martin M. Ellen

[Signature]
Patrick B. Higgins

Gerald A. Kien

[Signature]
John A. Marten

H. Allan Stark

[Signature]
Gijsbertus H. D. M. van Oostr

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account—see section 150(3) of the Companies Act 1985.
- 4 The auditors report required by section 150(4) of the Companies Act 1985 must be annexed to this form.

ARTHUR ANDERSEN

ARTHUR ANDERSEN & CO. SC

Beljeman House
104 Hills Road
Cambridge CB2 1LP

AUDITORS' REPORT TO THE DIRECTORS OF SUN ELECTRIC UK LIMITED PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985

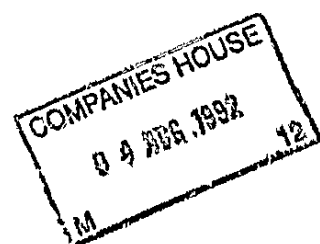
We have examined the attached statutory declaration of the directors dated 29 June 1992 in connection with the proposal that the company should give financial assistance for the purchase of 263,313 of the company's ordinary shares of £1 each, being one half of the company's share capital. We have enquired into the company's affairs so far as necessary for us to review the bases for the statutory declaration.

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in Section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

Arthur Andersen

Chartered Accountants and Registered Auditor

29 June 1992



G

COMPANIES FORM No. 155(6)a

**Declaration in relation to
assistance for the acquisition
of shares.**

155(6)a

Please do not
write in this
margin

Pursuant to section 155(6) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

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

667613

Note
Please read the notes
on page 3 before
completing this form

Name of company

• Sun Electric U.K. Limited

*Insert full name
of company

*Insert name(s) and
address(es) of all
the directors

~~XXXXXX~~ Wet

Martin M. Ellen, 4230 North Ridge Road, Illinois 60004, U.S.A.

Gerald A. Kien, 102 South Hills Road, Illinois 60010, U.S.A.

Patrick B. Higgins, 9 Burleigh Mews, Manchester M21 2CB, England

John A. Marten, 17 Parkhill, Kings Lynn, Norfolk PE32 1RJ, England

H. Allan Stark, 218 Beaumont Lane, Illinois 60010, U.S.A.

G. Theodore van Oostrum, Talsmastraat 3, 4191 HP, Geldermalsen,

The Netherlands

~~XXXXXX~~ Delete as
appropriate

~~XXXXXX~~ Delete whichever
is inappropriate

~~XXXXXX~~ [all the directors] of the above company do solemnly and sincerely declare that:

The business of the company is:

~~XXXXXX~~ a recognised bank, licensed institution within the meaning of the Banking Act 1979

~~XXXXXX~~ a person authorised under the Companies Act 1985 to carry on
business in the United Kingdom

(c) something other than the above

The company is proposing to give financial assistance in connection with the acquisition of shares in the

~~XXXXXX~~ company/ ~~XXXXXX~~ company

)*

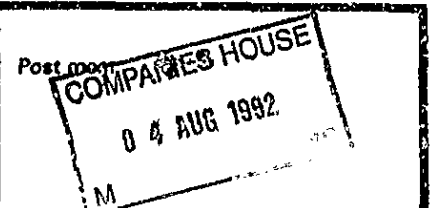
The assistance is for the purpose of ~~XXXXXX~~ (reducing or discharging a liability incurred for the
purpose of that acquisition)/

The number and class of the shares acquired or to be acquired is: 526,625
ordinary shares of £1 each

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

Baker & McKenzie
100 New Bridge Street
London EC4V 6JA
England

For official use
General Section



The assistance is to be given to: (note 2) _____

Sun Electric U.K. Holding Limited

(Reg. No. 2648720)

Reg. Office: Old Meadow Road, Kings Lynn, Norfolk PE30 4JW

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legibly, preferably
in block type, or
bold block lettering

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legibly, print
in block or
bold block

The assistance will take the form of:

1. Drawing upon a credit facility from Barclay's Bank Plc. of 21 Tuesday Market Place, Kings Lynn, Norfolk in the amount of £5 million and nominating Sun Electric U.K. Holding Limited as the recipient of the funds drawn, in order to pay the purchase price owed to the vendor Sun Electric Worldwide, Inc., pursuant to the Agreement dated March 20, 1992, on terms that the Company remains the primary debtor, and
2. Executing a Loan Note between the Company and Sun Electric U.K. Holding Limited.

Delete all
(b) as app

The person who has acquired ~~XXXXXX~~ the shares is:

Sun Electric U.K. Holding Limited

Delete as
appropriate

The principal terms on which the assistance will be given are:

Sun Electric U.K. Holding Limited shall be liable to repay the funds to Sun Electric U.K. Limited pursuant to the Loan Note of even date herewith

The amount of cash to be transferred to the person assisted is £ 5 million

The value of any asset to be transferred to the person assisted is £ N/A

The date on which the assistance is to be given is June 19 92

Page 2 Page 3

Please do not
write in
this margin

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

Delete either (a) or
(b) as appropriate

~~X~~ We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)

(a) [I/We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date]† (note 3)

~~(b) [I/We have formed the opinion that the company will be able to pay its debts in full within 12 months of the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)]~~

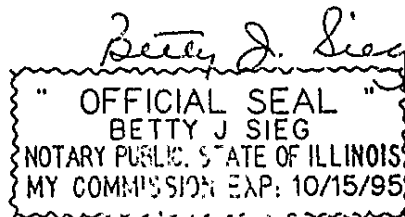
And ~~I~~we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at One Sun Parkway
Crystal Lake, Illinois 60014,
U.S.A.

the 29th day of June
One thousand nine hundred and Ninety-two

before me Betty J. Sieg

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



Declarants to sign below

Martin M. Ellen

Martin M. Ellen

Patrick B. Higgins

Patrick B. Higgins

Gerald A. Kien

Gerald A. Kien

John A. Marten

John A. Marten

H. A. Stark

H. Allan Stark

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account—see section 158(3) of the Companies Act 1985.
- 4 The auditors report required by section 158(4) of the Companies Act 1985 must be annexed to this form.

Gijsbertus T.D.M. van Oostrum

Gijsbertus T.D.M. van Oostrum

Company Number: 667618

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF
SUN ELECTRIC U.K. LIMITED

Passed the 29th day of June 1992

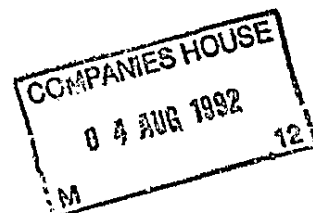
AT AN EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held on the above date the following Resolution was duly passed as a Special Resolution of the Company:

SPECIAL RESOLUTION

THAT, pursuant to Section 155 of the Companies Act 1985, the Company be authorized to provide financial assistance to Sun Electric U.K. Holding Limited in the amount of £5,000,000 (£5 million), as more fully described in the Form 155(6)(a) dated of even date herewith, which is annexed hereto.

H. A. Stark

H. Allan Stark
Chairman of the Extraordinary General Meeting



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Notice of new accounting reference date given during the course of an accounting reference period

225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

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

1. To the Registrar of Companies
(Address overleaf - Note 6)

Company number

00667618

Name of company

* SUN ELECTRIC UK LIMITED

* insert full name of company

Note
Details of day and month in 2, 3 and 4 should be the same. Please read notes 1 to 5 overleaf before completing this form.

2. gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3 1 1 2

3. The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

Day Month Year

3 1 1 2 1 9 9 3

† delete as appropriate

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][parent]† undertaking of
Sun Electric UK (Holding) Ltd

_____, company number 2648720
the accounting reference date of which is 31 December 1993

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____ and it is still in force.

† Insert
Director,
Secretary,
Receiver,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

6. Signed

M S King

Designation†

Company Secretary

Date 16 Sept 1993

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

M S King
Company Secretary
Sun Electric UK Ltd
Oldmedow Road
Kings Lynn, PE30 4JW
0553 692422

For official use
D.E.B.

