



STC

Company Number 106921

AN UNLIMITED COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

1. The company's name is STC.
2. The company's registered office is to be situated in England and Wales.
3. The Company's objects are:-
  - (1) To design, manufacture and deal in telecommunication exchanges and subscriber apparatus, submarine and land based telecommunication transmission systems, and cable, telecommunication, electronic, electrical, radio, navigation and data systems, equipment and components, and to carry on any business in the telecommunication, electronic and electrical fields.
  - (2) To acquire and assume for any estate or interest and to take options over, construct, develop or exploit any property, real or personal, and rights of any kind and the whole or any part of the undertaking, assets and liabilities of any person and to act and carry on business as a holding company.
  - (3) To manufacture, process, import, export, let on hire, deal in and store any goods and other things and to carry on the business of manufacturers, processors, importers, exporters, lessors and storers of and dealers in any goods and other things.
  - (4) To acquire and exploit lands, mines and mineral rights and to acquire, explore for and exploit any natural resources and to carry on any business involving the ownership or possession of land or other immovable property or buildings or structures thereon and to construct, erect, install, enlarge, alter and maintain buildings, plant and machinery and to carry on business as builders, contractors and engineers.
  - (5) To provide services of all descriptions and to carry on business as advisers, consultants, brokers and agents of any kind.
  - (6) To advertise, market and sell the products of the Company and of any other person and to carry on the business of advertisers or advertising agents or of a marketing and selling organisation or of a supplier, wholesaler, retailer, merchant or dealer of any kind.
  - (7) To design and provide technical, cultural, artistic, educational, entertainment or business material, facilities or services and to carry on any business involving such design or provision.




- (8) To lend money, and grant or provide credit and financial accommodation, to any person (and to do any of the foregoing with or without interest and with or without security) and to carry on the business of a banking, finance, or insurance company.
- (9) To invest money of the Company in any investments and to hold, sell or otherwise deal with such investments, and to carry on the business of a property or investment company.
- (10) In any manner whatsoever to borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation in any manner and in particular (without prejudice to the generality of the foregoing) by mortgages of or charges upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by the creation and issue of securities.
- (11) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods or in any other manner, the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums, interest, dividends and other moneys payable on or in respect of any securities or liabilities of, any person, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company.
- (12) To accept, draw, make, create, issue, execute, discount, endorse, negotiate and deal in bills of exchange, promissory notes, and other instruments and securities, whether negotiable or otherwise.
- (13) To enter into any arrangements with any government or authority or person and to obtain from any such government or authority or person any legislation, orders, rights, privileges, franchises and concessions and to carry out, exercise and comply with the same.
- (14) To acquire and carry on any business carried on by a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company.
- (15) To amalgamate or enter into partnership or any profit-sharing arrangement with, or to co-operate in any way with, or to take over or assume any obligation of, or to assist or subsidise any person.
- (16) To apply for and take out, purchase or otherwise acquire, any trade and service marks and names, designs, patents, patent rights, inventions and secret processes and to carry on the business of an inventor, designer or research organisation.
- (17) To sell, exchange, mortgage, charge, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes and other rights over, and in any other manner deal with, or dispose of, all or any part of the undertaking, property and assets (present and future) of the Company on any terms including those that are wholly or



partly gratuitous or of a non-commercial nature, and in particular (without prejudice to the generality of the foregoing) for any securities.

- (18) To issue and allot securities of the Company for cash or in payment or part payment of any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose.
- (19) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of any securities of the Company or in or about the formation of the Company or the conduct or course of its business, and to establish or promote, or concur or participate in establishing or promoting any company, fund or trust and to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund or trust and to carry on the business of company, fund trust or business promoters or managers and of underwriters or dealers in securities, and to act as director of and as secretary, manager, registrar or transfer agent for any other company and to act as trustees of any kind and to undertake and execute any trust.
- (20) To pay all costs, charges and expenses preliminary or incidental to the promotion, formation, establishment and incorporation of the Company, or of any company promoted or formed by the Company or in which the Company is or may contemplate being interested, and to procure the registration, incorporation or recognition of the Company in or under the laws of any place outside England.
- (21) To grant pensions, annuities, or other allowances, including allowances on death, to any directors, officers or employees or former directors, officers or employees of the Company or any company which at any time is or was a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company or any predecessor in business of any of them, and to the relations, connections or dependants of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the Company or who the Company considers have any moral claim on the Company or to their relations, connections or dependants, and to establish or support any associations, institutions, clubs, schools, building and housing schemes, funds and trusts, and to make payments towards insurances or other arrangements likely to benefit any such persons and generally to provide for the welfare of such persons or otherwise advance the interests of the Company or of its Members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of the Company or of its Members or for any national, charitable, benevolent, education, social, public, general or useful object.
- (22) To cease carrying on or wind up any business or activity of the Company, and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory.
- (23) To distribute any of the property of the Company among its creditors and Members in specie or kind.
- (24) To do all or any of the things or 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.

- (25) To carry on any other business or activity and do anything of any nature which in the opinion of the Company is or may be capable of being conveniently carried on or done in connection with the above, or likely, directly or indirectly, to enhance the value of or render more profitable all or any part of the Company's undertaking property or assets or otherwise to advance the interests of the Company or of its Members.
- (26) To do all such other things as in the opinion of the Company are or may be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that "company" in this clause, except where used in reference to this Company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, domiciled or resident in the United Kingdom or elsewhere, "person" shall include any company as well as any other legal or natural person, "securities" shall include any fully, partly or nil paid or no par value share, stock, unit, debenture, or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert or similar right or obligation, "and" and "or" shall mean "and/or" where the context so permits, "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible, and the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or by inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

- 4. The liability of the Members is unlimited.
- 5. The Capital of the Company is £230,000,000 divided into 920,000,000 fully paid Ordinary Shares of 25p each, with power to increase or reduce. The Shares forming the Capital (original or increased) of the Company may be divided into different classes, and may have attached thereto respectively any preferential, deferred or special rights, privileges or conditions.





Company Number 106921

THE COMPANIES ACTS 1985 AND 1989

AN UNLIMITED COMPANY HAVING A SHARE CAPITAL

**ARTICLES OF ASSOCIATION**

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**STC**

**PRELIMINARY**

1. Regulations 3, 32, 34 and 35 of Table A shall not apply to the company, but the articles hereinafter contained and, subject to the modification hereinafter expressed, the remaining regulations of Table A shall constitute the articles of association of the company.
2. The words "at least seven clear days notice" shall be substituted for the words at least fourteen clear days' notice" in regulation 30 of Table A.

**SHARES and SHARE CAPITAL**

3. The Share Capital of the Company is £230,000,000 divided into 920,000,000 ordinary shares of £0.25 each.
  - (1) The Directors are generally and unconditionally authorised (for the purposes of Section 80 of the Companies Act 1985) at any time or times during a period of five years from the date of the adoption of these articles to allot, or to grant any right to subscribe for or to convert any security into, all or any of the unissued shares in the authorised share capital of the Company at such date.
  - (2) At the expiry of such period of five years, the authority contained in paragraph (1) above shall expire but the Company may make an offer or agreement before the expiry of such authority which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of such authority.
  - (3) Section 89(1) of the Companies Act 1895 (which regulates the power to allot equity securities, as defined in Section 94 of the Act) is excluded.


4. The Company may by special resolution:

- (a) increase the share capital by such sum to be divided into shares of such amount as the resolution may be prescribe;
- (b) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;
- (c) subdivide its shares, or any of them, into shares of smaller amount than its existing shares;
- (d) 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;
- (e) reduce its share capital and any share premium account in any way.

PROCEEDING AT GENERAL MEETINGS

5. If at any time the Company has only one member then one member present in person, or by proxy, or if the sole member is a corporation then the duly appointed representative of a corporation, shall be a quorum and regulation 40 of Table A shall be varied accordingly.

DIRECTORS

6. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be more than seven but need not exceed one. If and so long as there is a sole Director, he may exercise all the powers and authorities vested in the Directors by these Regulations or Table A.
7. The first Directors of the Company shall be appointed by the Subscriber hereto by an instrument in writing under the Subscriber's hands.
8. A Director shall not be required to hold any share qualification but he shall be entitled to receive notice of and to attend and speak at any General Meeting of the Company.
9. 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.
10. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Regulation 94 of Table A shall be modified accordingly.
11. Unless otherwise provided by resignation letter or resolution of the Directors a Director who retires at any meeting shall retain office until the meeting appoints
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someone in his place, or if it does not do so, until the end of the meeting.

12. Any Director may participate in a meeting of the Directors or a Committee of the Directors by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear and speak to each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting is.

#### PURCHASE OF OWN SHARES

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

#### INDEMNITY

14. Every director or other officer of the Company shall be entitled to be insured out of the assets of the Company against any liabilities or losses (subject to public policy considerations) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto and he shall also be entitled to be indemnified against any liability incurred by him in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 144(3) or (4) or Section 727 of the Companies Act 1985 in which relief is granted to him by the Court so that no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. This Article shall only have effect insofar as its provisions are not avoided by Section 310 of the Companies Act 1985 as amended by Section 137 of the Companies Act 1989.

