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**COMPANY LIMITED BY SHARES**

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**MEMORANDUM OF ASSOCIATION**

- of -

**DIPLOMA HOLDINGS PLC**

(As altered by Resolution of the Board  
of Directors passed on the 12<sup>th</sup> day of March 1982  
and by Special Resolution passed on the  
11<sup>th</sup> day of January 1984)

(Reprinted following the change of name  
effective  
on 17 April 2000)



1. The name of the Company is **"DIPLOMA HOLDINGS PLC"**.
2. The Company is to be a public company.
3. The registered office of the Company will be situate in England.
4. The Company is established for the following objects:-
  - (1) To act as and perform all the functions of an investment or holding company; to act as Managers, Agents, and Secretaries of and for other companies whether owned by or associated with the Company or otherwise; to purchase, subscribe for, underwrite and hold stock, bonds, options, debentures, debenture stock, obligations or securities in or of any company, corporation, public body or government or state; and generally to acquire, promote, undertake, carry on and execute any business, undertaking, transaction or operation.
  - (2) To acquire, undertake, carry on and execute any business, undertaking, transaction or operation whether agricultural, extractive, manufacturing, financial, mercantile, trading or otherwise.
  - (3) To carry on all or any of the trades or business of general contractors, chemists, builders, building contractors, builders' merchants and manufacturers, ship owners, ship brokers, shippers, merchants, transport contractors, factors, traders, bankers, concessionaires, financiers, commission and general agents, importers and exporters and to undertake, carry on and execute any other business, undertaking, transaction or operation, whether financial, mercantile, trading, manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection

with any of the above or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property or rights.

- (4) To carry on business as manufacturers, factors, exporters and importers of and wholesale and retail dealers in all kinds of plant, machinery, apparatus, equipment, tools, instruments, utensils, accessories, fittings, components, materials, substances, commodities, articles and things, used or capable of being used or adapted for in connection with any trades and businesses which the Company is authorised to carry on, or in connection with or likely to be required by customers of or other persons having or likely to have dealings with the Company.
- (5) To apply for or acquire by purchase or otherwise, whether in the United Kingdom or elsewhere, any patents, patent rights, secret processes, or other rights or monopolies, licences, concessions and the like, conferring any exclusive or non-exclusive or limited right to use any secret or other information as to any invention, property or rights which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired, and to make, assist or subsidise experiments, researches or investigations that may appear to be likely to benefit the Company.
- (6) To undertake, promote or engage or co-operate or assist in research, scientific and other experimental work and to establish, form, equip, take over, support, maintain and work scientific and experimental stations, laboratories, plant and machinery and to employ and remunerate and to provide accommodation for the requisite staff or to assist and co-operate in so doing.
- (7) To purchase, take on lease or in exchange, hire or otherwise acquire, and to make, build, construct, provide, maintain, improve, equip, control, develop, manage, administer, carry on, use and work, roads, rail and other ways, power supply works, plant, engines, machinery, rolling stock factories, warehouses, buildings, houses, and other works and buildings which may be deemed expedient for the purposes of the Company, and to contribute to the cost of making, building, constructing, providing, carrying on, equipping, developing, using and working the same.
- (8) Generally to purchase, take on lease, exchange, hire or otherwise acquire or obtain options over any real or personal property and any rights or privileges which the Company may think necessary or convenient with reference to any of its objects, or capable of being profitably dealt with in connection with any of its property or rights for the time being.
- (9) To adopt such means of making known the business of the Company or its products as may seem expedient, and in particular by advertising in the Press, by circulars and other means whereby the Company's businesses or any of them may be promoted or developed or whereby the Company's products may be more extensively advertised and made known.
- (10) To purchase or otherwise acquire, obtain options over, take over and undertake all or any part of the business, undertaking, goodwill, property, assets and rights of any

person, firm or company, or to acquire the control of shares of any company or any interest therein.

- (11) To lend any moneys or assets of the Company to such persons or companies and on such terms as may be considered expedient, and either with or without security, and in particular to customers of and persons having dealings with the Company, and to invest and deal with moneys and assets of the Company not immediately required in such manner as may from time to time be determined, and to receive money and securities on deposit, at interest or otherwise.
- (12) To issue securities which the Company has power to issue by way of security and indemnity to any person whom the Company has agreed, or is bound or willing to indemnify, or in satisfaction of any liability undertaken or agreed to be undertaken by the Company, and generally in every respect upon such terms and conditions and for such consideration as the Company may think fit.
- (13) 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 person, firm or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company.
- (14) To pay for any property or rights acquired by the Company, and for any services rendered or to be rendered to the Company either in cash or in fully paid or partly paid shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as may seem expedient.
- (15) To pay all expenses incident to the formation or promotion of this or any other company, and to remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in or debentures or debenture stock or other securities of the Company, or in or about the promotion, formation or business of the Company, or of any other company, promoted wholly or in part by this Company.
- (16) To sell, lease, grant licences, easements and other rights over, exchange 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, debentures or securities of any other company, whether fully or partly paid up.
- (17) To make deposits, enter into recognisances or bonds and otherwise give security for the performance of any agreement, contracts or obligations or mortgages or charges, and to give any indemnity or guarantee in relation to any matter arising in the course of the business of the Company or for the performance of any contracts or obligations of whatever nature by any person or company, including any guarantee for the payment or repayment of the capital, principal and dividends, interest or premiums payable on or in respect of any shares, stock, debentures, debenture stock, bonds, loans or other obligations or securities of any company, whether having objects

similar to those of this Company or not, and to accept property on trust, and to act as trustee, executor, administrator or attorney either gratuitously or otherwise.

- (18) To promote or to assist in the promotion of any other company or companies for the purpose of acquiring or undertaking all or any of the assets and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company or to advance the objects or interests thereof, or to take and otherwise acquire and hold or dispose of shares, stock, debentures or other securities of any such company or companies.
- (19) To borrow or raise money and to secure or discharge any debts or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages or other charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled or unpaid capital of the Company or by the creation and issue on such terms and conditions as may be thought expedient of debentures or debenture stock, perpetual or otherwise, or other securities of any description.
- (20) To draw, make, accept, endorse, discount, negotiate, execute and issue, and to buy, sell and deal with bills of exchange, promissory notes and other negotiable or transferable instruments or securities.
- (21) To grant pensions or gratuities to any employees or officers (including Directors) or ex-employees or ex-officers (including ex-Directors) of the Company or the relations, connections or dependants or any such persons, and to pay or contribute to insurance schemes having such objects, and to establish or support associations, institutions, clubs, funds and trusts which may be considered likely to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish or contribute to any scheme for the purchase by trustees of fully paid shares in the Company to be held for the benefit of employees of the Company, including any Director holding a salaried employment or office in the Company, and to lend money to the Company's employees to enable them to purchase fully paid 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.
- (22) 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.
- (23) To distribute among the members of the Company in specie by way of dividend or bonus or upon a return of capital any property or assets of the Company, or any proceeds of sale or disposal of any property or assets of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (24) To hold in the names of others any property which the Company is authorised to acquire and to do all or any of the things and matters aforesaid in any part of the world and either as principal, agent, contractor, trustee or otherwise, and by or

through trustees, agents, sub-contractors or otherwise and either alone or in conjunction with others.

- (25) To procure the Company to be registered or incorporated in any British Dominion, Colony, Protectorate, Mandated Territory or Dependency, or in any foreign country or state.
- (26) To do all such other things and to carry on such other business or businesses whatsoever and wheresoever as may, in the opinion of the Company, be necessary, incidental, conducive or convenient to the attainment of the above objects or any of them, or calculated directly or indirectly to enhance the value or render profitable any of the Company's property, assets or rights, or otherwise likely in any respect to be advantageous to the Company.

And it is hereby declared that the word "company" in this Clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and further intention is that the objects specified in each paragraph of this Clause shall, except where otherwise expressed in such paragraph, be independent main objects and be in no way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

- 5. The liability of the Members is limited.
- 6. The share capital of the Company is £3,500,000 divided into 70,000,000 Ordinary Shares of 5 each.

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

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Names, addresses and descriptions of Subscribers	Number of shares taken by each Subscriber
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Alan E. Sellick 202 Peckham Rye London SE22  Lauderer	One
Edwin Sellick 202 Peckham Rye London SE22  Lauderer	One

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Dated the 24th day of April 1931

Witness to the above Signatures:- Jasper J.J. Addis  
7 Hills Place  
Oxford Circus  
London W1  
  
Solicitor