

**THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS  
OF  
PRECISION ANTENNAS LIMITED**

**(the "Company")**

PASSED ON THE 23 DAY OF JANUARY 2004

I, the undersigned, for and on behalf of the sole member of the Company for the time being entitled to attend and vote at general meetings, hereby pass the following resolution as a written resolution of the Company pursuant to Section 381A Companies Act 1985 and agree that such resolution shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:

**WRITTEN RESOLUTIONS**

- 1 That the articles of association of the Company contained in the document attached to this written resolution be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.
- 2 That, upon recommendation of the directors of the Company, the declaration of an interim dividend of £54.545454 per ordinary share in respect of the year ending 31 March 2004 be ratified and declared payable to the shareholders of the Company registered at the close of business on 22 January 2004.

  
.....  
**JOHN SCRUTTON INVESTMENTS LIMITED**

Copy sent to the auditors on 23/1 2004



Dated

23 / 1

2004

12

**THE COMPANIES ACTS 1985 AND 1989 PRIVATE  
COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**OF**

**PRECISION ANTENNAS LIMITED**

(ADOPTED BY WRITTEN RESOLUTION PASSED ON 23 / 1 2004)



Kings Court  
21 Brunswick Place  
Southampton SO15 2AQ  
Ref: SBW/SDP

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**ARTICLES OF ASSOCIATION  
OF  
OF  
PRECISION ANTENNAS LIMITED  
(COMPANY NUMBER 00396099)**

(the "**Company**")

**1 PRELIMINARY**

- 1.1 Subject as hereinafter provided and except insofar as the same are excluded or modified by these articles of association (the "**Articles**"), the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "**Table A**") shall apply to the Company and, together with these Articles, shall constitute the articles of association of the Company, to the exclusion of all other regulations and articles.

**2 INTERPRETATION**

- 2.1 Unless the context otherwise requires, words and expressions which bear particular meanings in Table A shall bear the same respective meanings in these Articles.
- 2.2 For the purposes of these Articles, the expression the "**Holding Company**" shall mean any body corporate, being a member of the Company, which is within the meaning of section 736 of the Act a holding company of the Company.

**3 SHARE CAPITAL**

- 3.1 The directors are generally and unconditionally authorised for the purposes of section 80 of the Act to exercise all the powers of the Company to allot any shares of the Company, and to grant rights to subscribe for or convert any security into shares of the Company, up to an aggregate nominal value equal to the share capital of the Company as at the date of the adoption of these Articles. Unless renewed, this authority shall expire on the fifth anniversary of the date of adoption of these Articles, provided that the Company may make any offer or agreement during the continuance of this authority (as originally granted or from time to time renewed) which would or might require shares to be allotted, and/or rights to subscribe for or convert any security into shares to be granted, after its expiry.
- 3.2 Section 89(1) of the Act shall not apply to the allotment by the Company of any equity security.

**4 SHARE CERTIFICATES**

Regulation 6 of Table A shall apply subject to the addition of the words "or otherwise executed by or on behalf of the Company" after the words "sealed with the seal" in the second sentence thereof.

## **5 TRANSFER OF SHARES**

- 5.1 Subject as provided in Article 5.2, the directors may in their absolute discretion and without giving reason decline to register any transfer of any shares whether or not is a fully paid share. Regulation 24 of Table A shall not apply.
- 5.2 The Holding Company may by resolution of its board of directors (or equivalent body) declare that any share of the Company is held by the registered holder thereof as the nominee of the Holding Company (or in the case of a share registered in the name of a deceased or bankrupt holder was so held at the time of his death or bankruptcy) and name some other person as authorised by the Holding Company to sign transfers in the place of the holder or the deceased or bankrupt holder and the directors shall be entitled and bound to give effect to any instrument of transfer of that share signed by the person so named as transferor in all respects as if the instrument were signed by the registered holder or by his personal representatives or trustee in bankruptcy and notwithstanding that it may not be accompanied by the certificate for that share.
- 5.3 For the purposes of Article 5.2, a copy of any resolution of the board of directors (or equivalent body) of the Holding Company certified by any director or the secretary (or equivalent officer) of the Holding Company and deposited at the office or delivered at a meeting of the directors to the Chairman or to the secretary or to any director shall be sufficient evidence of the passing thereof.

## **6 TRANSMISSION OF SHARES**

The directors may at any time give notice requiring any person becoming entitled to a share in consequence of the death or bankruptcy of a member to elect to be registered as holder of 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 satisfied. A person becoming entitled to a share in consequence of the death or bankruptcy of a member shall not, before being registered as the holder of the share, be entitled in respect of it to receive notice of any meeting of the Company or of any separate meeting of the holders of any class of shares in the Company. Regulation 31 of Table A shall be modified accordingly.

## **7 NOTICE OF GENERAL MEETINGS**

Subject to the provisions of section 369 of the Act permitting agreement to shorter notice, an annual general meeting or a general meeting called for the passing of a special resolution or an elective resolution shall be called by at least 21 clear days' notice, and all other general meetings shall be called by at least 14 clear days' notice. The agreement of any one of the joint holders of a share to shorter notice shall be deemed the agreement of all of them in respect of that share. The notice shall specify the time and place of the meeting and, in the case of special business, the general nature of the business to be transacted. In the case of an annual general meeting the notice shall specify the meeting as such. Subject to the provisions of these Articles and to any restrictions imposed on any shares, the notice shall be given to all members and to the auditors, but omission to give notice to the auditors shall not invalidate the proceedings at the meeting. Regulation 38 of Table A shall not apply.

## **8 PROCEEDINGS AT GENERAL MEETINGS**

8.1 All business that is transacted at an extraordinary general meeting shall be deemed special business, and all business that is transacted at an annual general meeting shall also be deemed special business with the exception of:-

8.1.1 the consideration of the reports of the directors and auditors, the accounts and balance sheet, and any other documents required to accompany or to be annexed thereto;

8.1.2 sanctioning and declaring dividends;

8.1.3 the election of directors to fill vacancies caused by directors retiring by rotation or otherwise;

8.1.4 the appointment of auditors where special notice of such appointment is not required by the Act and the fixing of their remuneration;

8.1.5 the giving, variation or renewal of any authority to the directors for the purpose of section 80 of the Act.

8.2 At the end of Regulation 40 of Table A shall be added the following:-

Where the company has a sole member the quorum shall, for the purposes of general meetings, be one person.

8.3 Regulation 41 of Table A shall apply subject to the addition of the following sentence: -

"If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, any member present in person or by proxy shall be a quorum".

8.4 Regulation 53 of Table A shall apply subject to the addition of the words "or approved in writing" after the word "executed" in each place that it occurs in the said regulation.

8.5 In the case of joint holders of a share, the joint holder whose name stands first in the register of members in respect of the joint holding may sign on behalf of all the joint holders of that share any resolution in writing which is proposed to take effect as if it were a resolution of the members or of any class of the members (whether under Regulation 53 of Table A, section 381A of the Act or otherwise) and may receive on behalf of all the joint holders of that share any document which is required by Schedule 15A to the Act to be supplied to the joint holders in connection with that resolution.

## **9 VOTES OF MEMBERS**

Regulation 62 of Table A shall apply subject to the addition at the end of paragraph (c) of the word "or" and the following paragraph (d):

"(d) be delivered at any time before the commencement of the proceedings to any director or to the secretary at the place appointed for the holding of the meeting or adjourned meeting or the taking of the poll;"

**10 NUMBER OF DIRECTORS**

At least one director of the Company shall be a person appointed in writing by the Holding Company (if any), such appointment to be made in accordance with Article 14.2. A person appointed by the Holding Company to be a director of the Company shall be referred to in these Articles as a "Holding Company Director." If and so long as there is a sole director, he may exercise all the powers and authorities invested in the directors by these Articles.

**11 ALTERNATE DIRECTORS**

At the end of Regulation 66 of Table A there shall be added the following:-

"nor shall any meeting of directors be invalid by reason that notice thereof or of any business to be transacted thereat was not given to any alternate director if his appointor attends such meeting. A person nominated to be an alternate director may (if his appointor is not personally present) be counted in the quorum at the meeting and vote upon the resolution to approve his appointment as alternate director".

**12 POWERS OF DIRECTORS**

The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under the Articles) and upon such conditions as they may think fit, and may also authorise any such agent to delegate all or any of the powers, authorities and discretions vested in or exercisable by him. The directors may revoke or alter any such appointment but no person dealing in good faith and without notice of any such revocation or alteration shall be affected by it. Regulation 71 of Table A shall not apply.

**13 DELEGATION OF DIRECTORS POWERS**

Regulation 72 of Table A shall apply subject to the insertion of the words "powers, authorities and discretions" in place of the word "powers" wherever it occurs in the said Regulation and the addition at the end of the third sentence of the said Regulation of the words "but no person dealing in good faith and without notice of any such revocation or alteration shall be affected by it".

**14 APPOINTMENT, DISQUALIFICATION AND REMOVAL OF DIRECTORS**

- 14.1 The holder or holders for the time being of a majority in nominal value of the shares of the Company carrying the right to attend and vote at general meetings of the Company may at any time by notice in writing signed by him or them or, in the case of a corporate holder, by one of its directors on its behalf and deposited at the office or delivered at a meeting of the directors or at a general meeting of the Company to the chairman (unless such notice relates to the chairman) or to the secretary or to any director to whom the notice does not relate

appoint any person to be a director either to fill a vacancy or as an additional director and by like notice remove any director from office notwithstanding anything in the Articles or in any agreement between the director and the Company. For the purposes of this Regulation only, Regulation 76 of Table A shall be disregarded.

- 14.2 Without prejudice to the powers conferred by Article 14.1, any person may be appointed a director either by the directors or by the Holding Company to either fill a vacancy or as an additional director. A director so appointed shall not be required to retire at the next annual general meeting and regulation 79 of Table A shall not apply.
- 14.3 The directors shall not be subject to retirement by rotation. Regulations 73 to 75 (inclusive) of Table A shall not apply and all other references in Table A to retirement by rotation shall be disregarded.
- 14.4 The office of a director shall be vacated not only upon the happening of any of the events mentioned in regulation 81 of Table A but also if he is removed from office pursuant to the Articles. Regulation 81 of Table A shall be modified accordingly.
- 14.5 Section 293 of the Act (age limit for directors) shall not have effect in relation to the Company.

## **15 REMUNERATION OF DIRECTORS**

The ordinary remuneration of the directors shall be such amount as the directors shall from time to time determine or such other amount as the Company may from time to time by ordinary resolution determine, to be divided among them in such proportion and manner as the directors may determine or, failing agreement, equally. Subject as aforesaid, a director holding office for part only of a year shall be entitled to a proportionate part of a full year's remuneration. Regulation 82 of Table A shall not apply.

## **16 DIRECTORS, APPOINTMENTS AND INTERESTS**

- 16.1 Regulation 86 of Table A shall apply subject to the deletion of the word "and" after paragraph (a) and the addition of the following paragraphs:-
- "(c) an interest of which the directors are aware shall be deemed to have been disclosed; and
- (d) disclosure to those directors who participate in the decision on a transaction, arrangement or other matter shall be deemed disclosure to the directors".
- 16.2 If a director has complied with Regulations 85 and 86 of Table A (as modified by these Articles) in respect of a transaction or arrangement, he shall not be accountable to the Company for any benefit which he derives from the transaction or arrangement, nor shall it be liable to be avoided, on the ground of his omission to comply with the separate duty to disclose his interest under section 317 of the Act.



## **17 PROCEEDINGS OF DIRECTORS**

- 17.1 Regulation 89 of Table A shall be amended by the addition after the word "two" of the following: -

"provided always that (i) if a Holding Company Director has been appointed at least one of those directors is a Holding Company Director and (ii) if the Company shall at any time for any reason have only one director then the quorum for the transaction of the business of the directors shall be one.

- 17.2 Regulation 93 of Table A shall apply to the Company subject to the addition of the words "or approve in writing" after the word "signed" wherever it occurs in the said regulation.

- 17.3 For all meetings and for the purpose of application of Regulation 93 of Table A, each director of the Company who is a Holding Company Director shall have three votes for every one vote of any other director.

- 17.4 Provided that he has disclosed the nature and extent of any material interest of his, a director shall be entitled to vote on any resolution in respect of any transaction or arrangement in which he has an interest and shall be counted in the quorum present at a meeting in relation to any such resolution. Regulations 94 to 96 (inclusive) of Table A shall not apply.

- 17.5 Any director or other person may participate in a meeting of directors or of a committee of directors by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and any persons participating in the meeting in this manner shall be deemed to be present in person at that meeting. Such a 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.

## **18 INDEMNITY**

- 18.1 Subject to and so far as may be permitted by the Act, but without prejudice to any indemnity to which any person concerned may otherwise be entitled, the directors, alternate directors, auditors, secretary and other officers for the time being of the Company shall be indemnified out of the assets of the Company against any costs, charges, losses, expenses and liabilities incurred by them in the execution and discharge of their duties, including all liability incurred by them as such in defending any proceedings, whether civil or criminal, in which judgment is given in their favour, or in which they are acquitted or in connection with any application under the Act in which relief is granted to them by the Court. Regulation 118 of Table A shall not apply.