

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-of-

I.D.M. ELECTRONICS LIMITED

(As adopted by Special Resolution  
passed the 27th February 1969)

and

As amended by Special Resolution  
passed the 21st December 1988

586505

PRELIMINARY

1. The Company is a private company and, subject as hereinafter provided and except where the same are varied by or inconsistent with these presents, the regulations contained in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter called "the Act") shall apply to the Company. Subject as aforesaid, reference herein to the regulations in Table A shall be construed as referring to those in Part I of the said Table A.

SHARE CAPITAL

2. (A) The share capital of the Company at the date of adoption of these Articles is £135,200 divided into 129,960 "A" Ordinary Shares of 1s each and 128,702 Ordinary Shares of £1 each.  
  
(B) The profits of the Company available for dividend and resolved to be distributed in respect of any financial year or other period for which its accounts are made up shall be applied as to eight-ninths thereof in payment of dividend on the "A" Ordinary Shares and as to the remaining one-ninth thereof in payment of dividends on the Ordinary Shares.  
  
(C) In a winding up the surplus assets of the Company shall be applied in paying eight-ninths thereof to the holders of the "A" Ordinary Shares and the remaining one-ninth thereof to the holders of the Ordinary Shares.

3. Subject to the provisions of these presents, the unissued shares of the Company shall be at the disposal of the Directors, who may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Directors may determine, but so that no shares shall be issued at a discount except in accordance with Section 57 of the Act.

TRANSFER OF SHARES

4. The instrument of transfer of a share shall be in writing in the usual common form and shall be signed by the Transferor and in the case of a transfer of a share which is not fully paid also by the Transferee; and the Transferor shall be

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deemed to remain the holder of the share until the name of the Transferee is entered in the Register of Members in respect thereof. Regulations 22 and 23 of part I of Table A and regulations 2 and 3 of part II of Table A shall not apply.

#### GENERAL MEETINGS

5. Subject to the provisions of the Act, a resolution in writing signed by all the Members of the Company entitled to attend and vote at general meetings or their duly appointed attorneys shall be as valid and effectual as if it had been passed at a meeting of the Members duly convened and held. Any such resolution may consist of one document or of several documents in the like form each signed by one or more of the Members or their attorneys, and signature in the case of a corporate body which is a Member shall be sufficient if made by a Director thereof or its duly appointed attorney. Regulation 5 of Part II of Table A shall not apply.

#### DIRECTORS

6. Unless and until determined by the Company in general meeting the Directors shall be not less than two and not more than seven in number. Regulation 75 of Table A shall not apply.
7. The Directors shall be entitled to such remuneration (if any) as 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 (including alternate Directors) shall also be entitled to be paid their reasonable travelling, hotel and incidental expenses of attending and returning from meetings of the Directors or committees of the Directors or general meetings or otherwise incurred while engaged on the business of the Company. Regulation 76 of Table A shall not apply.
8. A Director or alternate Director need not be a Member of the Company but nevertheless shall be entitled to attend and speak at any general meetings of the Company. Regulation 77 of Table A shall not apply.
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. Regulation 79 of Table A shall not apply.
10. A Director shall be capable of contracting or of participating in the profits of any contract with the Company in the same manner as if he were not a Director subject to his complying with the provisions of Section 199 of the Act. A Director may vote on any contract or proposed contract in which he is interested and may be reckoned in estimating a quorum when any such contract or proposed contract is under consideration. Regulation 84 of Table A shall be modified accordingly.

11. Each Director shall have the power to appoint either another Director or any person approved for that purpose by a resolution of the Directors to act as alternate Director in his place during his absence and at his discretion to remove such alternate Director and on such appointment being made the alternate Director shall, except as regards remuneration and the power to appoint an alternate, be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties of the Director whom he represents. Any person acting as alternate shall have one vote and any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. An alternate Director shall ipso facto cease to be an alternate Director if his appointor cease for any reason to be a Director. All appointments and removals of alternate Directors shall be effected by instrument in writing signed by the appointor and delivered at the Registered Office of the Company
12. The Directors may grant retiring pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the Company as Managing Director, Manager or in any other executive office or employment under the Company or indirectly as an executive officer or employee of any subsidiary company of the Company or of its holding company (if any) notwithstanding that he may be or may have been a Director of the Company and may make payments towards insurances or trusts for such purposes in respect of such persons and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person. Regulation 87 of Table A shall not apply.
13. The office of a Director shall be vacated in the following events, namely:-
- (A) If he resigns his office by writing under his hand delivered to the Company's registered office.
  - (B) If he becomes of unsound mind or bankrupt or compounds with his creditors.
  - (C) If he is prohibited from being a Director by reason of any order made under Section 188 of the Act.
  - (D) If he is removed from office pursuant to Article 14.
14. Any Member or Members holding a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at general meetings of the Company by memorandum in writing signed by him or them or, in the case of a corporate Member, by one of its Directors on its behalf, and delivered to the Registered Office of the Company, or the Company in general meeting, may at any time or from time to time appoint any person or persons to be a Director or Directors of the Company either as an additional Director or to fill any

vacancy (provided that the total number of Directors shall not exceed the maximum number prescribed by or in accordance with these Articles) or remove any Director from office howsoever appointed.

15. Without prejudice to the powers contained in Article 14 hereof, 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 maximum number fixed by or in accordance with these Articles. Any Director so appointed shall hold office subject to Article 13 and/or until he is removed pursuant to Article 14. Regulation 95 of Table A shall not apply.
16. The Directors shall not be subject to retirement by rotation. Regulations 89 to 92 (inclusive) of Table A shall not apply.

#### PROCEEDINGS OF BOARD

17. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors or by all the members for the time being of a committee of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors or as the case may be, of such committee, duly convened and held. Any such resolution may consist of one document or of several documents in the like form each signed by one or more of the Directors.

#### MANAGING DIRECTOR

18. The Directors may from time to time appoint one or more of their body to an executive office (including that of Managing Director, Manager or any other salaried office) for such period and on such terms as they shall think fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. The appointment of a Director so appointed shall be automatically determined ipso facto if he cease from any cause to be a Director. Regulation 107 of Table A shall not apply.
19. A Managing Director, Manager or other executive officer as aforesaid shall receive such remuneration (either by way of salary, commission, participation in profits or pension, or otherwise howsoever, whether similar to the foregoing or not) as the Directors may determine. Regulation 108 of Table A shall not apply.

#### EXECUTIVE DIRECTORS

20. The Directors may from time to time appoint any person or persons to be an Executive Director or Executive Directors of the Company, and may from time to time define, limit and restrict his or their powers, and may fix and determine his or their remuneration and duties, and may at any time remove any such Executive Director. Provided always that no person appointed as an Executive Director shall be entitled to attend or vote at meetings of the Directors of the Company nor shall he be or be deemed to be a Director within the meaning of the rest of these Articles or of the Companies Acts, 1948 to 1967, or any statutory modification thereof.