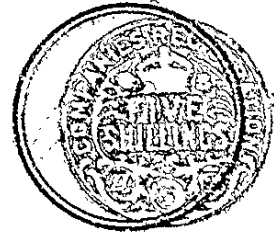


"THE COMPANIES ACT, 1948."



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

Declaration of Compliance

I declare that the requirements of the Companies Act, 1948, made pursuant to S. 15 (2) of the said Act, have been complied with on behalf of a Company proposed to be registered as _____

MICHAEL S. THOMPSON LIMITED.

MICHAEL STANLEY THOMPSON
LANGHAM HOUSE CLOSE, HAM COMMON
HATFIELD, HERTS.

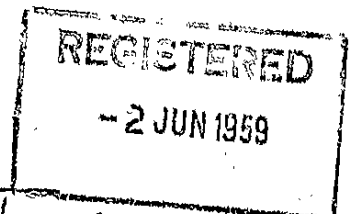
I do hereby solemnly and sincerely declare that I am ⁽¹⁾ a person named
in the Articles of Association as a Director

(1) Here insert
either "Solicitor
of the Supreme
Court engaged in
the formation," or
"A person named
in the Articles of
Association
as a Director (or
Secretary) which
ever the case."

MICHAEL S. THOMPSON Limited,

and that all the requirements of the Companies Act, 1948, in respect of matters precedent and incidental to the registration of the said Company and incidental thereto have been complied with. I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the "Statutory Declarations Act, 1835."

I declare at Feltwell
Bedfordshire
on the 20th day of May
1959 and nine hundred and forty nine
years, Horace Brown



Michael S. Thompson

Justices of the Peace for the County of Bedfordshire

Witnessed for registration by SHAW & BLAKE, 145
8, Bell Yard, Temple Bar, London, W.C.2

PHONE: HOLBORN 3855 (3 lines).

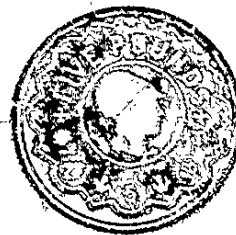
TELEGRAMS: "DUNTERVANE, ESTLAND, LONDON."

SHAW & BLAKE, LIMITED,
Company Registration Agents, Printers & Stationers,
8, Bell Yard, Temple Bar, London, W.C.2

No. of Certificate

E00431 12

Form No. 25.



Statement of the Nominal Capital

made pursuant to s. 112 of the Stamp Act, 1891, as amended by the Finance Acts of 1899, 1920 and 1933. (NOTE.—The Stamp Duty on the Nominal Capital to be impressed above is Ten Shillings for every £100 or fraction of £100.)

THE NOMINAL CAPITAL OF

MICHAEL S. THOMPSON

LIMITED,

is ONE THOUSAND Pounds, divided

into ONE THOUSAND Shares of ONE POUND each.

Signature

Description

Director

(State whether Director or Secretary)

Dated the

22nd

day of

May

1959.

Presented for registration by

SHAW & BLAKE, LIMITED,

8, Bell Yard, Temple Bar, London, W.C. 2

REGISTERED

- 2 JUN 1959

TELEPHONE: HOLBORN 3355 (3 lines).

TELEGRAMS: "DONTERTIME, LONDON."

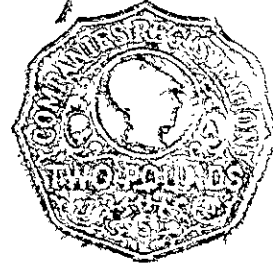
SHAW & BLAKE, LIMITED,

Company Registration Agents, Printers & Stationers,

8, Bell Yard, Temple Bar, London, W.C. 2



620431/3



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

MICHAEL S. THOMPSON LIMITED

1. The name of the Company is "MICHAEL S. THOMPSON LIMITED".

2. The Registered Office of the Company will be situate in England.

3. The objects for which the Company is established are :-

- (a) To carry on business as tool, pattern and machinery designers and as mechanical and general engineers, designers, manufacturers, repairers and letters on hire of, and wholesale and retail dealers in tools, patterns, jigs, plates, machinery, implements, accessories, hardware and engineering equipment and supplies of every kind, and as tinplate, steel and metal workers, steel makers, ironfounders, smelters, refiners, welders, electrical, hydraulic, marine, gas, water and ventilation engineers, metallurgists, chemists, distillers, electricians, tool and pattern makers, stampers, press tool and capstan workers, builders, carriers, machinists, smiths, scrap merchants, fuel merchants, machinery, metal and wooden goods manufacturers, builders' merchants, and as builders, owners and managers of mills, furnaces, quarries, mines, ships, warehouses, docks, stores, wharves, and as manufacturers, workers, merchants and dealers of and in cake spelter, pig lead, ingot, iron, steel, zinc, lead, copper, brass, tin, metals, ores, alloys, tinplate, gases, oils, chemicals, manures, lime, cement, rock, clay, concrete, bricks, stone, gravel, coke, minerals, by-products and substances of every description, and as haulage and transport contractors and carriers, and to carry on all descriptions of trade or business connected with any of the above mentioned trades, articles or services.

REGISTERED
-200000

- (b) To carry on any other business similar to or complementary to the foregoing businesses or which in the opinion of the Company can be conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company.
- (c) To buy, take on lease or hiring agreement or otherwise acquire, land or any other property, real or personal, movable or immovable, or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (d) To take out, apply for and acquire by original grant or by transfer or assignment or otherwise letters patent, brevets d'invention, licences, concessions, secret processes and inventions and to use and exercise the same or to sell, assign and develop the same or grant licences in respect thereof or otherwise turn the same to the advantage of the Company.
- (e) To erect, construct, alter and maintain buildings, erections and works of all kinds, whether on the property of the Company or not.
- (f) To invest the money of the Company in any manner that the Company may think fit.
- (g) To enter into partnership or joint purse agreement with or to make any agreement or arrangement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof or to amalgamate with any such company, firm or person.
- (h) To sell the whole or any part of the undertaking of the Company for cash, shares, debentures or any other consideration.
- (i) To acquire by purchase or otherwise and either for cash, shares or debentures in the Company or any other consideration any other business or any interest therein which in the opinion of the Company may be conveniently or profitably combined with the business of the Company.
- (j) To lend money to customers and others and to guarantee the observance and performance of obligations and contracts by customers and others.
- (k) To borrow money and secure the repayment thereof by the creation and issue of mortgages, debentures, debenture stock or other securities.
- (l) To draw, make, endorse, accept, discount and negotiate, bills, notes, warrants and negotiable instruments of all kinds.

- (m) To remunerate any company, firm or person for services rendered in the promotion of the Company or the issue or placing of the shares, stock, debentures, debenture stock or other obligations of the Company and to pay all expenses incurred in connection with such promotion or the creation, issue and placing of any such shares, stock, debentures, debenture stock or other obligation.
- (n) To grant pensions to employees and ex-employees and Directors and ex-Directors or other officers or ex-officers of the Company their widows, children and dependants and to subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object.
- (o) To promote or assist in the promotion of any company having objects similar to or complementary to the objects of the Company and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations of such company.
- (p) To promote the Company's interests by advertising its products and services in any manner and in particular to give prizes or gifts to customers or potential customers and to promote or take part in competitions, displays and exhibitions.
- (q) To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights.
- (r) To do all or any other acts and things which in the opinion of the Company may be conducive or incidental to the objects of the Company.
- (s) To do all such things in any part of the world either as principal or agent and either alone or in conjunction with any other person, firm or company.

All of the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the members is limited. ✓

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of shares taken by each subscriber
<p>Michael Stanley Thompson, 11, Langham House Close, Ham Common, Richmond, Surrey. Engineer.</p>	<p>499 Four hundred and ninety nine</p>
<p>May McLean Potter. 31. Hamworth Road. Felltham, Liddlethorpe. Secretary.</p>	<p>1. One.</p>

DATED this 22nd day of May 1959.

WITNESS to the above signatures :-

H. L. Jones
 31. Hamworth Road
 Felltham, Liddlethorpe
 Chartered Accountant



THE COMPANIES ACT, 1948



COMPANY LIMITED BY SHARES.

Articles of Association

OF

MICHAEL S. THOMPSON LIMITEDPRELIMINARY

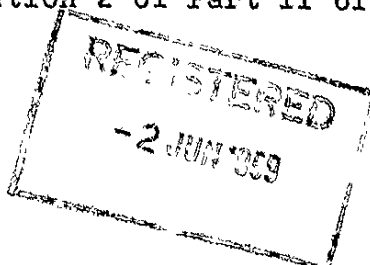
1. The Regulations set out in Table A (Part II) of the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A") shall except as hereinafter provided apply to the Company and Regulation 1 of Part I of Table A shall apply to the construction of these Articles.

2. Regulations 2, 3, 40 to 43 (inclusive), 62, 66, 75, 84, 88, 107, 108, 110 and 134 of Part I of Table A and Regulation 3 of Part II of Table A shall not apply to the Company.

CAPITAL

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

4. The shares of the Company whether forming part of the original capital or of any increased capital may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject in the case of any shares forming part of any increased capital to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares and subject also to the provisions of Regulation 2 of Part II of Table A.



5. Subject to the provisions of Section 58 of the Act any Preference Shares may be issued on the terms that they are, or at the option of the Company are liable to be redeemed.

VARIATION OF RIGHTS

6. If any such separate general meeting as is referred to in Regulation 4 of Part I of Table A shall be adjourned by reason of there being no quorum present and if at the adjourned meeting a quorum shall not be present within half an hour from the time appointed for such adjourned meeting the holders of shares of the class present shall be a quorum.

TRANSMISSION OF SHARES

7. Any share may be transferred by a member to any child or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, husband, wife, nephew or niece of such member and any share of a deceased member may be transferred to any such relative as aforesaid of the deceased member or to the executors or administrators of any such deceased member. Any share standing in the name of the trustees of the Will of any deceased member or of a Settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such Will or Settlement or to a person to whom such member or deceased member would have been entitled to transfer the same. Save as aforesaid 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.

8. The proviso to Regulation 32 of Part I of Table A shall not apply to the Company.

VOTES OF MEMBERS

9. 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.

DIRECTORS

10. The number of Directors shall not be less than one or more than seven and the first Director of the Company shall be MICHAEL STANLEY THOMPSON.

POWERS AND DUTIES OF DIRECTORS

11. 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 in manner required by Section 199 of the Act. A Director may vote in respect of any such contract or proposed contract and if he do so vote his vote shall be counted and he shall be capable of constituting a quorum at any meeting of the Directors at which any such contract or proposed contract shall come before the Board for consideration.

12. 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.

13. 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 to act as Auditor of the Company.

14. The office of Director shall be vacated if the Director :-

- (a) Ceases to be a Director by virtue of Section 182 of the Act.
- (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.

BORROWING POWERS

15. The proviso to Regulation 79 of Part I of Table A shall not apply to the Company.

MANAGING DIRECTORS AND MANAGERS

16. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager 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 any such office be subject to retirement by rotation or be taken into account in determining the number of Directors to retire by rotation or the rotation of retirement of Directors but his appointment shall subject to the payment to him of such compensation or damages as may be payable to him by reason thereof be

automatically determined if he cease from any cause to be a Director.

17. A Managing Director or Manager 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.

SECRETARY

18. The first Secretary shall be appointed at the first meeting of the Directors. Any Secretary for the time being of the Company may subject to the terms of any agreement between him and the Company be removed by the Directors and another appointed in his place. The Secretary may be appointed for such term at such remuneration and on such terms as the Directors may think fit. If at any time there shall be no Secretary or for any reason no Secretary capable of acting the Directors may appoint an assistant or deputy Secretary.

NOTICES

19. Notice of every general meeting shall be given in manner authorised by Table A to every member except those members who are by these Articles disentitled from receiving such notices and 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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Michael Stanley Tompkin,
11, Langham House Close,
Ham Common, Richmond, Surrey.
Engineer.

May Be'lean Loker.
31. Hamworth Road,
Feltham, Middlesex.
Secretary.

DATED this 22nd day of May 1959.

WITNESS to the above signatures :-

Harold Loker
31. Hamworth Road
Feltham Middlesex
Chartered Accountant

DUPLICATE FOR THE FILE

No. 629431



Certificate of Incorporation

I Hereby Certify That

MICHAEL S. THOMPSON LIMITED

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

Given under my hand at London this **Second** day of **June**, One Thousand Nine Hundred and Fifty **nine**.

A. J. M. M. M.
ASSISTANT Registrar of Companies

Certificate
received by }



112
THE COMPANIES ACT, 1948



COMPANY LIMITED BY SHARES.

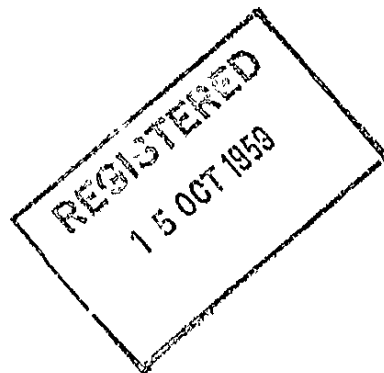
Ordinary Resolution
of
MICHAEL S. THOMPSON LIMITED

Passed the 3rd day of October, 1959

AT AN EXTRAORDINARY GENERAL MEETING of Michael S. Thompson Limited, held at 185, Hammersmith Road, Hammersmith, London, W.6. on Saturday the 3rd day of October, 1959 at 12 noon, the following ORDINARY RESOLUTION was duly passed viz.:-

THAT the Capital of the Company be increased to £5,000 by the creation of 4,000 Ordinary Shares of £1 each ranking pari passu in all respects with the 1,000 Ordinary Shares forming the initial Share Capital of the Company.

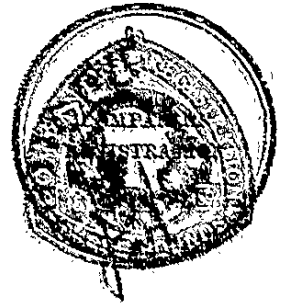
Michael S. Thompson
Chairman.



7 Dept
185 Hammersmith Rd.
W.6.

C1301

THE COMPANIES ACT, 1948.



MICHAEL S. THOMPSON

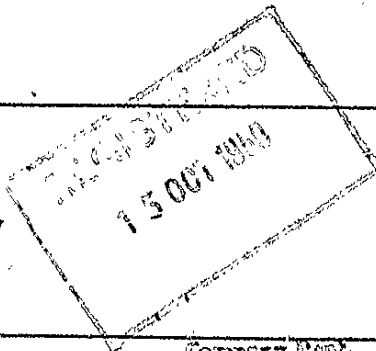


Notice of Increase in the Nominal Capital

made pursuant to s. 63 of the Companies Act, 1948.

This Notice must be filed together with the Statement of Increase (Form No. 20) and a printed copy of the Resolution authorising the increase of Capital within 15 days after passing the Resolution.

Presented for registration by



Company Dept.

Shaw & Blake Ltd.

TELEPHONE: HOLBORN 3855 (3 lines).

TELEGRAMS: "DUNTERYMR, ESTRAND, LONDON."

SHAW & BLAKE, LIMITED,

Company Registration Agents, Printers & Stationers,

8, Bell Yard, Temple Bar, London, W.C.2

21302

Notice of Increase in the Nominal Capital

OF

THOMPSON
LIMITED

TO THE REGISTRAR OF COMPANIES.

The above-named Company hereby gives you notice, pursuant to Section 63 of The Companies Act, 1948, that by (a) *ORDINARY* Resolution of the Company dated the *13th* day of *OCTOBER* 19*52*, the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ *4,000*, beyond the Registered Capital of £ *2,000*.

The additional Capital is divided as follows:—

Number of Shares	Class of Share (b).	Nominal Amount of each Share, .
<i>4,000</i>	<i>ORDINARY</i>	<i>£1</i>

(c) The conditions (e.g. voting rights, dividends, winding up, etc.) subject to which the new Shares have been or are to be issued are as follows:—

THE NEW SHARES SHALL RANK 'PARI PASSU' IN EVERY RESPECT WITH THE SHARES IN THE ORIGINAL SHARE CAPITAL OF THE COMPANY.

Signature *W. S. Thompson*

Description *DIRECTOR*

State whether Director or Manager or Secretary of the Company.

Dated the *13th* day

of *OCTOBER* 19*52*.

- (a) Insert "an Ordinary," "an Extraordinary," or "a Special," as the case may be.
(b) If any of the new Shares are Preference Shares state whether they are redeemable or not.
(c) These details must always be set out.
If such is the case, the following information will suffice:
"The new Shares shall rank 'pari passu' in every respect with the Shares in the original Share Capital of the Company."

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



MICHAEL S. THOMPSON

LIMITED.

Statement of Increase of the Nominal Capital

made pursuant to s. 112 of the Stamp Act, 1891, s. 5 of the Revenue Act, 1903, and the Finance Act, 1933. (Note.—The Stamp Duty to be impressed above is Ten Shillings for every £100 or fraction of £100 of the Increase).

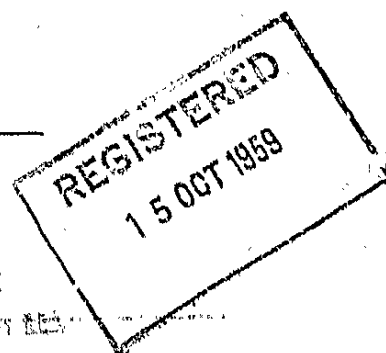
This Statement must be filed together with the Notice of Increase (Form No. 10) and a printed copy of the Resolution authorising the increase of Capital within 15 days after the passing of the Resolution.

Presented for registration by

Company's Clerk

Shaw & Blake Ltd.

8, Bell Yard, Temple Bar, London, W.C.2.



Telephone : Holborn 3855 (3 lines).

Telegrams : "Duntertyme, Estrand, London."

SHAW & BLAKE, LIMITED,
Company Registration Agents, Printers & Stationers,
8, Bell Yard, Temple Bar, London, W.C.2.

THE NOMINAL CAPITAL

OF

MICHAEL S. THOMPSON

LIMITED,

has by a Resolution of the Company dated 2nd OCT 1959 been increased

by the addition thereto of the sum of £ 4.000 divided into

4.000 shares of £ 1 each beyond the Registered

Capital of £ 1.000

To be signed by
an officer
of the Company

Signature Michael S. Thompson

Description Director

Dated the 13th day of October 1959

629431
THE COMPANIES ACTS 1948, 1967 & 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
OF
MICHAEL S. THOMPSON LIMITED
PASSED 7TH DAY OF JULY, 1977

AT AN EXTRAORDINARY GENERAL MEETING OF MICHAEL S. THOMPSON LIMITED held at 28 Wood Street, Kingston-on-Thames, Surrey on Thursday 7th July 1977 at 11.00 am the following SPECIAL RESOLUTION was duly passed viz :-

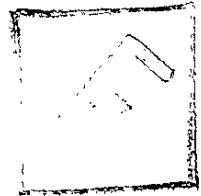
That the name of the Company be changed to :-

ROHM (GREAT BRITAIN) LIMITED

M. S. Thompson
..... CHAIRMAN
(M. S. Thompson)

21

Barc. 716491.
£40.00



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No.

629431

43

I hereby certify that

MICHAEL S. THOMPSON LIMITED

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

ROHM (GREAT BRITAIN) LIMITED

Given under my hand at Cardiff the **15TH AUGUST 1977**

D. A. Pendlebury
D. A. PENDLEBURY.

Assistant Registrar of Companies



No of Company 629431 **146**
The Companies Acts 1948 to 1976
COMPANY LIMITED BY SHARES

Memorandum and Articles of Association of

ROHM (GREAT BRITAIN) LIMITED

(Incorporated the 2nd day of June, 1959)

Jordan & Sons Limited

Legal and Information Services, Printers and Publishers
Jordan House 47 Brunswick Place London N1 6EE
Telephone 01-253 3030 Telex 261010

21

146

629431

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

ROHM (GREAT BRITAIN) LIMITED

1. * The name of the Company is "ROHM (GREAT BRITAIN) LIMITED."

2. The Registered Office of the Company will be situate in England.

3. The objects for which the Company is established are:-

(a) To carry on business as tool, pattern and machinery designers and as mechanical and general engineers, designers, manufacturers, repairers and letters on hire of, and wholesale and retail dealers in tools, patterns, jigs, plates, machinery, implements, accessories, hardware and engineering equipment and supplies of every kind, and as tinsplate, steel and metal workers, steel makers, ironfounders, smelters, refiners, welders, electrical, hydraulic, marine, gas, water and ventilation engineers, metallurgists, chemists, distillers, electricians, tool and pattern makers, stampers, press tool and capstan workers, builders, carriers, machinists, smiths, scrap merchants, fuel merchants, machinery, metal and wooden goods, manufacturers, builders' merchants, and as builders, owners and managers of mills, furnaces, quarries, mines, ships, warehouses, docks, stores, wharves, and as manufacturers, workers, merchants and dealers of and in cake spelter, pig lead, ingot, iron, steel, zinc, lead, copper, brass, tin, metals, ores, alloys, tinsplate, gases, oils, chemicals, manures, lime, cement, rock, clay, concrete, bricks, stone, gravel, coke, minerals, by-products and substances of every description, and as haulage and transport contractors and carriers, and to carry on all descriptions of trade or business connected with any of the above mentioned trades, articles or services.

(b) To carry on any other business similar to or complementary to the foregoing businesses or which in the opinion of the Company can be conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company.

* The name of the Company was changed from "MICHAEL S. THOMPSON LIMITED" to "ROHM (GREAT BRITAIN) LIMITED" on the 15th day of August, 1977.



- (c) To buy, take on lease or hiring agreement or otherwise acquire, land or any other property, real or personal, movable or immovable, or any interest in such property and to sell, lease, let on hire, develop such property or otherwise turn the same to the advantage of the Company.
- (d) To take out, apply for and acquire by original grant or by transfer or assignment or otherwise letters patent, brevets d'invention, licences, concessions, secret processes and inventions and to use and exercise the same or to sell, assign and develop the same or grant licences in respect thereof or otherwise turn the same to the advantage of the Company.
- (e) To erect, construct, alter and maintain buildings, erections and works of all kinds, whether on the property of the Company or not.
- (f) To invest the money of the Company in any manner that the Company may think fit.
- (g) To enter into partnership or joint purse agreement with or to make any agreement or arrangement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof or to amalgamate with any such company, firm or person.
- (h) To sell the whole or any part of the undertaking of the Company for cash, shares, debentures or any other consideration.
- (i) To acquire by purchase or otherwise and either for cash, shares or debentures in the Company or any other consideration any other business or any interest therein which in the opinion of the Company may be conveniently or profitably combined with the business of the Company.
- (j) To lend money to customers and others and to guarantee the observance and performance of obligations and contracts by customers and others.
- (k) To borrow money and secure the repayment thereof by the creation and issue of mortgages, debentures, debenture stock or other securities.
- (l) To draw, make, endorse, accept, discount and negotiate, bills, notes, warrants and negotiable instruments of all kinds.
- (m) To remunerate any company, firm or person for services rendered in the promotion of the Company or the issue or placing of the shares, stock, debentures, debenture stock or other obligations of the Company and to pay all expenses incurred in connection with such promotion or the creation, issue and placing of any such shares, stock, debentures, debenture stock or other obligation.

(n) To grant pensions to employees and ex-employees and Directors and ex-Directors or other officers or ex-officers of the Company their widows, children and dependants and to subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object..

(o) To promote or assist in the promotion of any company having objects similar to or complementary to the objects of the Company and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations of such company.

(p) To promote the Company's interests by advertising its products and services in any manner and in particular to give prizes or gifts to customers or potential customers and to promote or take part in competitions, displays and exhibitions.

(q) To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights.

(r) To do all or any other acts and things which in the opinion of the Company may be conducive or incidental to the objects of the Company.

(s) To do all such things in any part of the world either as principal or agent and either alone or in conjunction with any other person, firm or company.

All of the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object 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.

* The Share Capital of the Company was increased from £1,000 divided into 1,000 shares of £1 each to £5,000 divided into 5,000 shares of £1 each by Ordinary Resolution passed on the 3rd day of October, 1959.

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

ROHM (GREAT BRITAIN) LIMITED

PRELIMINARY

1. The Regulations set out in Table A (Part II) of the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A") shall except as hereinafter provided apply to the Company and Regulation 1 of Part I of Table A shall apply to the construction of these Articles.

2. Regulations 2, 3, 40 to 43 (inclusive), 62, 66, 75, 84, 88, 107, 108, 110 and 134 of Part I of Table A and Regulation 3 of Part II of Table A shall not apply to the Company.

CAPITAL

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

4. The shares of the Company whether forming part of the original capital or of any increased capital may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject in the case of any shares forming part of any increased capital to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares and subject also to the provisions of Regulation 2 of Part II of Table A.

5. Subject to the provisions of Section 58 of the Act any Preference Shares may be issued on the terms that they are, or at the option of the Company are liable to be redeemed.

VARIATION OF RIGHTS

6. If any such separate general meeting as is referred to in Regulation 4 of Part I of Table A shall be adjourned

by reason of there being no quorum present and if at the adjourned meeting a quorum shall not be present within half an hour from the time appointed for such adjourned meeting the holders of shares of the class present shall be a quorum.

TRANSMISSION OF SHARES

7. Any share may be transferred by a member to any child or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, husband, wife, nephew or niece of such member and any share of a deceased member may be transferred to any such relative as aforesaid of the deceased member or to the executors or administrators of any such deceased member. Any share standing in the name of the trustees of the Will of any deceased member or of a Settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such Will or Settlement or to a person to whom such member or deceased member would have been entitled to transfer the same. Save as aforesaid 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.

8. The proviso to Regulation 32 of Part I of Table A shall not apply to the Company.

VOTES OF MEMBERS

9. 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.

DIRECTORS

10. The number of Directors shall not be less than one or more than seven and the first Director of the Company shall be MICHAEL STANLEY THOMPSON.

POWERS AND DUTIES OF DIRECTORS

11. 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 in manner required by Section 199 of the Act. A Director may vote in respect of any such contract or proposed contract and if he do so vote his vote shall be counted and he shall be capable of constituting a quorum at any meeting of the Directors at which any such contract or proposed contract shall come before the Board for consideration.

12. 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.

13. 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 to act as Auditor of the Company.

14. The office of Director shall be vacated if the Director:-

(a) Ceases to be a Director by virtue of Section 182 of the Act.

(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.

BORROWING POWERS

15. The proviso to Regulation 79 of Part I of Table A shall not apply to the Company.

MANAGING DIRECTORS AND MANAGERS

16. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager 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 any such office be subject to retirement by rotation or be taken into account in determining the number of Directors to retire by rotation or the rotation of retirement of Directors but his appointment shall be subject to the payment to him of such compensation or damages as may be payable to him by reason thereof be automatically determined if he cease from any cause to be a Director.

17. A Managing Director or Manager 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.

SECRETARY

18. The first Secretary shall be appointed at the first meeting of the Directors. Any Secretary for the time being of the Company may subject to the terms of any agreement between him and the Company be removed by the Directors and another appointed in his place. The Secretary may be appointed for such term at such remuneration and on such terms as the Directors may think fit. If at any time there shall be no Secretary or for any reason no Secretary capable of acting the Directors may appoint an assistant or deputy Secretary.

NOTICES

19. Notice of every general meeting shall be given in manner authorised by Table A to every member except those members who are by these Articles disentitled from receiving such notices and 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.

G

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 black type, or
bold block lettering

To the Registrar of Companies
(Address overleaf- Note 5)

For official use

Company number

[] [] [] []

629431

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

Name of company

* ROHM (GREAT BRITAIN) LIMITED

* Insert full name
of company

o insert name(s) and
address(es) of all
the directors

I/We o BARRINGTON THOMAS LONG OF
55, TUDOR DRIVE, KINGSTON-UPON-THAMES,
SURREY AND BRENDA JANE CALLAN
OF 47, TUFTON GARDENS, EAST MOLESEY,
SURREY

† delete as
appropriate

~~the sole director~~ [all the directors]† of the above company do solemnly and sincerely declare that:
The business of the company is:

§ delete whichever
is inappropriate

- ~~(a) that of a (recognised bank) (licensed institution)† within the meaning of the Banking Act 1979~~
~~(b) that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on
insurance 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 [company] ~~(company's holding company)~~ ROHM (GREAT BRITAIN)
Limited†

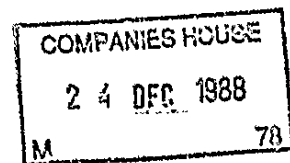
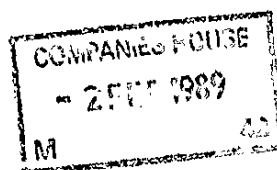
The assistance is for the purpose of [that acquisition] ~~(reducing or discharging a liability incurred for the
purpose of that acquisition).~~†

The number and class of the shares acquired or to be acquired is: 2550
(TWO THOUSAND FIVE HUNDRED & FIFTY) SHARES OF £1 EACH.

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

For official Use
General Section

Post room



The assistance is to be given to: (note 2) ROHM GMBH

Signature not
valid in
this margin

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

The assistance will take the form of:

A LOAN FROM ROHM (GREAT BRITAIN) LTD
TO ROHM GMBH (A COMPANY
REGISTERED IN WEST GERMANY)
TO FINANCE IN PART THE ACQUISITION
BY ROHM GMBH OF THE 2550
SHARES OWNED BY THE ESTATE
OF MICHAEL S. THOMPSON, DECEASED.

The person who ~~has acquired~~ will acquire† the shares is:

ROHM GMBH

† delete as
appropriate

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

AN INTER-COMPANY LOAN
TO ROHM GMBH (WHICH COMPANY
WILL BE THE HOLDING COMPANY
OF THE U.K. COMPANY).

The amount of cash to be transferred to the person assisted is £ 95,000 (NINETY-FIVE THOUSAND POUNDS)

The value of any asset to be transferred to the person assisted is £ NIL

The date on which the assistance is to be given is DECEMBER 19 88

Please do not
write in
this margin

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

* delete either (a) or
(b) as appropriate

I/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) [It is intended to commence the winding up of the company within 12 months of that date, and I/we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding up.] * (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.

DIXON, WARD & CO. Declarant at Ham, Surrey
Solicitors
Gate House
Upper Ham Road
HAM, SURREY 14th day of December
one thousand nine hundred and eighty eight

Declarants to sign below

[Signature]

before me Stephanie J. Purvis 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.

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 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.
- 5 The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies
Companies House
Crown Way
Maidenhead
Crowtham
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies Registration Office
102 George Street
Edinburgh
EH2 3DJ

Wakelin & Day

CHARTERED ACCOUNTANTS

9, Pound Lane,
Godalming, Surrey GU7 1BX.

Tel: Godalming (04868) 23054 & 23055
Fax: Guildford (0483) 426041

The Board of Directors,
Rohm (Great Britain) Ltd.,
The Albany Boathouse,
Lower Ham Road,
KINGSTON UPON THAMES,
Surrey KT2 5BB.

our ref GNM/28/25

your ref

date: 1st February 1989

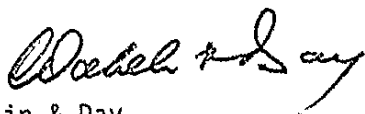
Dear Sirs,

Statutory Declaration Concerning Assistance for the Acquisition of Shares

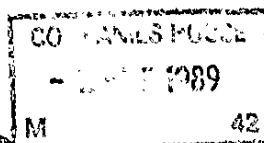
As auditors to your Company and, being aware of the Declaration and statements made in Company Form 155(6)a, we hereby certify that

- (a) we have enquired into the state of affairs of the Company, and
- (b) we are not aware of anything to indicate that the opinion expressed by the Directors in the Declaration as to any of the matters mentioned in Sub-section 2 of Section 156 Companies Act 1985 is unreasonable in all the circumstances.

Yours faithfully,



Wakelin & Day



G.N.Wakelin, F.C.A., A.T.I.I. A.Day, F.C.A. Mrs.T.A.McClure, A.C.A.

Wakelin & Day

CHARTERED ACCOUNTANTS
REGISTERED AUDITOR

*Registered to carry on audit work and authorised to carry on investment
business by the Institute of Chartered Accountants in England and Wales.*

9, Pound Lane,
Godalming, Surrey GU7 1BX.

Tel: Godalming (0483) 426054
Fax: Godalming (0483) 426641

The Secretary,
Rohm (Great Britain) Limited.,
The Albany Boathouse,
Lower Ham Road,
Kingston-Upon-Thames,
Surrey,
KT2 5BB.

our ref: GNW/JB/30

date: 6 July, 1992

Dear Sir,

Resignation as Auditors

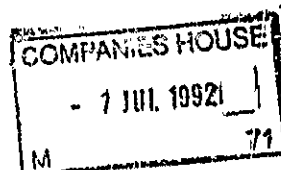
We hereby notify our resignation as auditors to Rohm (Great Britain) Limited with effect from 6th July 1992.

We confirm, in accordance with S.390 Companies Act, 1985 that there are no circumstances connected with our resignation which we consider should be brought to the notice of the members or creditors of the Company.

Yours faithfully,

Wakelin & Day

N.B. A copy of this resignation has today been lodged at the registered office and at the Companies Registry.



G.N.Wakelin, F.C.A., A.T.I.I. A.Day, F.C.A. Mrs.T.A.McClure, A.C.A