

# VA Tech (UK) Limited

Company No:  
3562487

The Companies Act 2006

The following Resolution was passed on the 15 JANUARY 2009 ~~2009 2008~~ in accordance with the Articles of Association as a Special Resolution.

## Special Resolution

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"**THAT** the draft regulations attached to this resolution be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all existing Articles of Association of the Company."



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G T Gent  
Company Secretary

Date: 15/01/09



NOTE: To be filed within 15 days after the passing of the Resolution(s)

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These are the new Articles of Association of the Company adopted on 15 JANUARY 2009

  
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Company Secretary

Company No. 3562487

## THE COMPANIES ACT 1985

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### PRIVATE COMPANY LIMITED BY SHARES

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### NEW ARTICLES OF ASSOCIATION OF VA TECH (UK) LIMITED

(Adopted by Special Resolution passed on 15 JANUARY 2009 )

#### 1. Interpretation

In these Articles, if not inconsistent with the subject or context:

'Acts' means the 1985 Act and the 2006 Act (as appropriate) and (in either case) includes any statutory modification, amendment, variation or re-enactment thereof, for the time being in force

'1985 Act' means the Companies Act 1985 as amended or re-enacted from time to time

'2006 Act' means the Companies Act 2006 as amended or re-enacted from time to time

'Table A' means Table A in the Schedule to the Companies (Tables A-F) Regulations 1985.

#### 2. Table A

The regulations contained in Table A apply to the Company except in so far as they are excluded by or are inconsistent with these Articles. Regulations 24, 40, 65 and 73 to 80 inclusive and 105 of Table A do not apply to the Company.

#### 3. Share Capital

The provisions of section 89(1) of the 1985 Act do not apply to the Company.

#### **4. Proceedings at general meetings**

- 4.1. No business shall be transacted at any meeting unless a quorum is present. One person entitled to vote upon the business to be transacted being a member or a proxy for a member or a duly authorised representative of a corporation shall be a quorum.
- 4.2. In the case of joint holders of a share the signature of any one of them is sufficient for the purposes of passing resolutions in writing under regulation 53 of Table A.
- 4.3. In the case of a corporation, a director or its secretary is deemed to be a duly authorised representative for the purposes of regulations 53 and 54 of Table A.
- 4.4. A proxy is entitled to vote on a show of hands and regulation 54 of Table A shall be modified accordingly.

#### **5. Numbers of Directors**

Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any statutory maximum but shall not be less than one save that where there is one director only, such one director shall not also act as company secretary.

#### **6. Alternate Directors**

Any director (other than an alternate director) may by notice in writing appoint any other person willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.

#### **7. Appointment, removal and disqualification of directors**

- 7.1. A member or members holding a majority of the voting rights in the Company (within the meaning of section 736A(2) of the 1985 Act) shall have power at any time, and from time to time, to appoint any person to be a director, either as an additional director (provided that the appointment does not cause the number of directors to exceed any number determined in accordance with Article 9 as the maximum number of directors for the time being in force) or to fill a vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be made by notice in writing to the Company signed by the member or members making the same or, in the case of a member being a corporate body, signed by one of its directors or duly authorised officers or by its duly authorised attorney and shall take effect upon lodgement of such notice at the office.
- 7.2. The directors may at any time appoint any person who is willing to act to be a director, either as an additional director or to fill a vacancy.
- 7.3. A director is not required to hold any qualification shares in the Company.
- 7.4. The office of a director is vacated:

7.4.1. if by notice in writing to the Company he resigns his office of director;

7.4.2. if he is for more than 6 months absent without permission of the directors from meetings of the directors held during that period, unless he has appointed an alternate director who has not been similarly absent during that period;

7.4.3. if he becomes bankrupt or enters into any arrangement or composition with his creditors generally;

7.4.4. if he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director;

7.4.5. if he becomes in the opinion of the other directors of unsound mind;

7.4.6. if he is removed from office under article 7.1.

7.5.A director shall not be required to vacate his office or be ineligible for re-election, and no person shall be ineligible for appointment as a director, by reason only of his attaining or having attained any particular age.

## **8. Directors' Interests**

A director may vote on any matter in which he is interested and be included for the purpose of a quorum at the meeting at which it is considered provided such interest has been disclosed in accordance with Regulation 85. Regulation 94 of Table A shall be modified accordingly.

## **9. Directors' Powers to Authorise Conflicts of Interest**

9.1. The directors may, in accordance with the requirements set out in this article, authorise any matter proposed to them by any director which would, if not authorised, involve a director breaching his duty under section 175 of the 2006 Act to avoid conflicts of interest ('Conflict'). For the avoidance of doubt, Directorships, employment or shareholdings in the Company or other companies within the same group shall not, in itself, be considered a Conflict.

9.2. Any authorisation under this article will be effective only if:

9.2.1. the matter in question shall have been proposed by any director for consideration at a meeting of directors in the same way that any other matter may be proposed to the directors under the provisions of these articles or in such other manner as the directors may determine;

9.2.2. any requirement as to the quorum at the meeting of the directors at which the matter is considered is met without counting the director in question; and

9.2.3. the matter was agreed to without his voting or would have been agreed to if his vote had not been counted.

9.3. Any authorisation of a Conflict under this article may (whether at the time of giving the authorisation or subsequently):

- 9.3.1. extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the Conflict so authorised;
  - 9.3.2. be subject to such terms and for such duration, or impose such limits or conditions as the directors may determine;
  - 9.3.3. be terminated or varied by the directors at any time.
- 9.4. This will not affect anything done by the director prior to such termination or variation in accordance with the terms of the authorisation.
- 9.5. In authorising a Conflict the directors may decide (whether at the time of giving the authorisation or subsequently) that if a director has obtained any information through his involvement in the Conflict otherwise than as a director of the company and in respect of which he owes a duty of confidentiality to another person the director is under no obligation to:
- 9.5.1. disclose such information to the directors or to any director or other officer or employee of the company;
  - 9.5.2. use or apply any such information in performing his duties as a director;
  - 9.5.3. where to do so would amount to a breach of that confidence.
- 9.6. Where the directors authorise a Conflict they may provide, without limitation (whether at the time of giving the authorisation or subsequently) that the director:
- 9.6.1. is excluded from discussions (whether at meetings of directors or otherwise) related to the Conflict ;
  - 9.6.2. is not given any documents or other information relating to the Conflict;
  - 9.6.3. may or may not vote (or may or may not be counted in the quorum) at any future meeting of directors in relation to any resolution relating to the Conflict.
- 9.7. Where the directors authorise a Conflict:
- 9.7.1. the director will be obliged to conduct himself in accordance with any terms imposed by the directors in relation to the Conflict;
  - 9.7.2. the director will not infringe any duty he owes to the company by virtue of sections 171 to 177 of the 2006 Act provided he acts in accordance with such terms, limits and conditions (if any) as the directors impose in respect of its authorisation.
- 9.8. A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors or by the company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds

## **10. Proceedings of directors**

- 10.1. All or any of the directors or members of any committee of the

directors may participate in a meeting of the directors or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear 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; and accordingly a meeting of the directors may be held where each of those present or deemed to be present is in communication with the others only by telephone or other communication equipment as aforesaid. A meeting where those present or deemed to be present are in different locations 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 then is.

- 10.2. Where the number of directors is one the quorum for a board meeting shall be one and Regulation 89 shall be modified accordingly.

## **11. Notices, Resolutions, etc**

- 11.1. Any requirement in these Articles or in Table A for any notice, resolution or other document to be signed by or on behalf of any person shall be deemed satisfied where a notice, resolution or other document is received with the signature of the relevant person reproduced thereon by means of facsimile copy if such signature is confirmed by receipt of the notice, resolution or document bearing the original signature in manuscript within 14 days of receipt of the reproduction.

- 11.2. Any corporation or company, being a member and entitled to vote, may by an instrument in writing in such form as the board may from time to time prescribe or accept and signed by either two directors or one director and the company secretary or two authorised signatories authorise any person, though not a member of the Company, to act as its representative at meetings, and such representative shall be entitled to exercise the same powers on behalf of the corporation or company which he represents as that corporation or company could exercise if it were an individual shareholder of the Company.

## **12. Corporate Representation**

In addition to the provisions of Section 323 of the 2006 Act, the Company may by an instrument in writing signed by either two directors or one director and the company secretary or two authorised signatories of the Company authorise any person to act as its representative at any such meetings as are referred to in Section 323 of the Act, and such representative shall be entitled to exercise the same powers on behalf of the Company as the company could exercise if it were an individual shareholder.

## **13. The "Siemens" Name**

- 13.1. Siemens Aktiengesellschaft, a corporation established under German law with registered seats in Berlin and Munich, hereinafter referred to as "Siemens AG", has granted permission to the Company to use the name "Siemens" as part of its company name. Siemens AG, its successors in title or its authorised delegates are entitled to withdraw the

permission at any time and in their sole discretion by a written notice to the Company. The permission shall expire automatically if and when Siemens AG no longer holds, directly or indirectly, more than 50% of the share capital and the voting rights of the Company. Siemens AG shall be deemed to hold an indirect interest of more than 50% where the interest held at each level of shareholding amounts to more than 50% of the share capital and the voting rights.

- 13.2. In the event the permission is withdrawn or expires, the Company shall, by resolution of the shareholders, within a period of 90 days change the Company's name. The new name may not contain the word "Siemens" or any word capable of causing confusion therewith or otherwise similar thereto or which in any way signifies that the Company is associated with or affiliated to Siemens AG or which implies any connection with the world-wide Siemens organisation.
- 13.3. Neither the Company nor its shareholders will be entitled to make any claim for compensation or damages in case of revocation or expiry of the permission.

#### **14. Internal Regulations**

- 14.1. Each of the Managing Director and Financial Director of the Company is hereby entrusted with the responsibility to cause the close monitoring of the publication of, and to keep themselves (and, as appropriate, the Board of Directors of the Company) informed about, Siemens AG's and its affiliated companies (hereinafter in Article 14 referred to as the "Siemens Group") internal rules and regulations that have been and that may be published by way of circulars or similar means ("Internal Regulations") , irrespective of the issuer of such regulations;
- 14.2. Each of the Managing Director and Financial Director of the Company is required, in each instance, to timely examine (or cause appropriate examination of) whether or not the implementation of a published Internal Regulation within the Company is consistent with the laws of England and Wales and, to the extent that a positive conclusion is reached, (1) to take (or cause to be taken) all appropriate measures to duly cause the timely implementation of such Internal Regulation by the Company and (2) to promptly inform (or cause to be informed) the issuer of the respective Internal Regulation and the central unit responsible within the Siemens Group for the implementation of Internal Regulations about such implementation including the provision of adequate documentation.
- 14.3. If the Managing Director and Financial Director of the Company conclude that for legal reasons an Internal Regulation cannot or can only with modifications be implemented by the Company, then the Managing Director and Financial Director are hereby required, in each instance, to promptly inform (or cause to be informed) the issuer of the respective Internal Regulation and the central unit responsible within the Siemens Group for the implementation of Internal Regulations about that

and the reasons thereof. Until the Managing Director and Financial Director have reached agreement with the issuer about the implementation of the relevant Internal Regulation, the Managing Director and Financial Director shall implement (or cause to be implemented) such regulation in so far as it is legally permissible and reflects as closely as possible the meaning and purpose of the regulation.

14.4. The Managing Director and Financial Director are required to annul (or cause to be annulled) any existing regulations, policies and practices of the Company to the extent such regulations, policies and practices are in contradiction to Internal Regulations implemented by the Company.

14.5. The Managing Director and Financial Director are required to take (or cause to be taken) all appropriate measures to duly ensure compliance with implemented Internal Regulations and to monitor such compliance.

14.6. The Managing Director and Financial Director are required to promptly inform (or cause to be informed) the issuer of the respective Internal Regulation and the central unit responsible within the Siemens Group for the implementation of Internal Regulations if for legal reasons an Internal Regulation can no longer or only with modifications be implemented.

14.7. The Managing Director and Financial Director of the Company are required, in each instance, to adequately document (or cause to be adequately documented) the processes described in the aforementioned resolutions.

14.8. The Managing Director and Financial Director of the Company are hereby directed, to cause the processes described in Articles 14.1 to 14.7 to be implemented by each subsidiary of the Company, if any, through the Company's representatives on each such subsidiary's Board of Directors.

14.9. The Board of Directors of the Company shall ensure that any subsequent Managing Director and Financial Director of the Company appointed is promptly made familiar with the requirements of Article 14.

## **15. Dividends in Specie**

The directors may pay a dividend satisfied wholly or partly by the distribution of assets without the requirement of shareholder approval.