

6160506



THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

RICOL ENGINEERING LTD

- 1 The Company's name is "RICOL ENGINEERING LTD"
- 2 The Company's registered office is to be situated in England and Wales
- 3 1 The object of the Company is to carry on business as a personal service and or general commercial company
- 3 2 Without prejudice to the generality of the object set out in clause 3 1 and the powers of the Company derived from section 3A of the Act the Company has power to do all or any of the following things -
 - 3 2 1 To provide services of all descriptions whether as principal, agent, contractor or sub contractor and to undertake and perform the same whether utilizing the services of the directors or employees of the company and or by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others
 - 3 2 2 To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company
 - 3 2 3 To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges concessions or dispensations which the Company may think desirable and to carry out,

exercise, and comply with any such charters, decrees, rights, privileges concessions and dispensations

- 3 2 4 To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient
- 3 2 5 To distribute among the members of the Company in kind any property of the Company of whatever nature
- 3 2 6 To give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been directors of, or who are or have been employed by, or who are serving or have served the Company and to the wives, widows, children and other relatives and dependants of such persons, to make payments towards insurance including insurance for any director, officer or auditor or professional or other advisor against any liability in respect of any negligence, default, breach of duty or breach of trust (so far as permitted by law), and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants, and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such schemes to be established or maintained
- 3 2 7 To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made
- 3 2 8 To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid)
- 3 2 9 To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it

- 3 2 10 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments
- 3 2 11 To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property
- 3 2 12 To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company
- 3 2 13 To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world
- 3 2 14 To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received
- 3 2 15 To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid
- 3 2 16 To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same
- 3 2 17 Subject to and in accordance with the provisions of the Act (if and so far as such provisions shall be applicable) to give, directly or indirectly, financial assistance for the acquisition of shares or other securities of the Company or of any other company or for the reduction or discharge of any liability incurred in

respect of such acquisition

- 3 2 18 To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them,

AND so that

- 3 2 18 1 None of the provisions set forth in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other provision set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this clause, or by reference to or inference from the name of the Company,

- 3 2 18 2 The word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership and or any limited liability partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere,

- 3 2 18 3 In this clause the expression "the Act" means the Companies Act 1985, but so that any reference in this clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force

- 4 The liability of the members is limited

- 5 The Company's share capital is £1,000 divided into 1,000 ordinary shares of £1 each

I, the subscriber to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum, and I agree to take the number of shares shown opposite my name

Name and address of Subscriber

*Number of shares
taken by the Subscriber*

Crest Plus Formations Limited
Yorke Chambers
Streets
Royston Road
Baldock
SG7 6NW

ONE

Total shares taken

One Ordinary Share

Dated 14 March 2007

THE COMPANIES ACTS 1985 to 1989
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION OF

RICOL ENGINEERING LTD

1 PRELIMINARY

- 1 1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No 1052) and as further amended by The Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No 3373) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Articles of Association of the Company

2 ALLOTMENT OF SHARES

- 2 1 All unissued shares comprised in the authorised share capital of the Company at the date of incorporation of the Company shall be under the control of and at the disposal of the Directors and the Directors shall be generally and unconditionally authorised for the purposes of Section 80 of the Act to exercise all the powers of the Company to allot grant options over or otherwise dispose of relevant securities (as defined in Section 80(2) of the Act) to such persons at such times and generally on such terms and conditions and in such manner as they may think fit. The general authority conferred by this Article 3 1 shall extend to all relevant securities of the Company which are unissued on the incorporation of the Company and shall expire on the fifth anniversary of the incorporation of the Company. The Directors shall be entitled under the authority conferred by this Article 3 1 to make, at any time before the expiry of such authority, any offer or agreement which will or may require the allotment of relevant securities after its expiry
- 2 2 In accordance with Section 91(1) of the Act, the provisions of Section 89(1) and Section 90(1) to (6) (inclusive) of the Act shall be excluded from applying to any allotment of equity securities (as defined in Section 94(2) of the Act) made pursuant to the authority conferred by Article 3 1
- 2 3 All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the directors propose to issue shall first be offered to the members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in general meeting

shall by special resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than 14 days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them, such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this article by any such special resolution as aforesaid shall be under the control of the directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the members. The foregoing provisions of this article 2.2 shall have effect subject to section 80 of the Act.

3 LIENS and CALLS

- 3.1 The lien conferred by regulation 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 in Table A shall be modified accordingly.
- 3.2 The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

4 TRANSFER OF SHARES

- 4.1 The directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of regulation 24 in Table A shall not apply to the Company.

5 GENERAL MEETINGS AND RESOLUTIONS

- 5.1 Every notice convening a general meeting shall comply with the provisions of section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies, and notices of and other communications relating to any general meeting which any member is entitled to receive shall also be sent to the directors for the time being of the Company.
- 5.2.1 No business shall be transacted at any general meeting unless a quorum is present. Subject to article 5.2.2 below, two persons at least one of whom shall be the holder of an A Ordinary share entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

5 2 2 If and for so long as the Company has only one member, that member present in person or by proxy or (if that member is a corporation) by a duly authorised representative shall be a quorum

5 2 3 If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine, and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor such adjourned general meeting shall be dissolved

5 2 4 Regulations 40 and 41 in Table A shall not apply to the Company

5 3 1 If and for so long as the Company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting, subject as provided in article 5 3 3 below

5 3 2 Any decision taken by a sole member pursuant to article 5 3 1 above shall be recorded in writing and delivered by that member to the Company for entry in the Company's minute book

5 3 3 Resolutions under section 303 of the Act for the removal of a director before the expiration of his period of office and under section 391 of the Act for the removal of an auditor before the expiration of his period of office shall only be considered by the Company in general meeting

5 4 A member present at a meeting by proxy shall be entitled to speak at the meeting and shall be entitled to one vote on a show of hands In any case where the same person is appointed proxy for more than one member he shall on a show of hands have as many votes as the number of members for whom he is proxy Regulation 54 in Table A shall be modified accordingly The instrument appointing a proxy to vote at a meeting shall be deemed also to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit

5 5 The chairman of a general meeting shall not be entitled to a second or casting vote

5 6 Any resolution in writing as is referred to in regulation 53 may consist of several documents in like form, each signed or approved by letter, telex or facsimile transmission by or on behalf of a member or a holder of a class of shares (as the case may be) for the time being entitled to vote on the relevant resolution and regulation 53 shall be modified accordingly

5 7 In the case of a share registered in the name of joint holders, the signature of any one of such joint holders shall be deemed to be and shall be accepted as the signature of the members concerned for all purposes, including (without limitation) the signature of any form of proxy, resolution in writing, consent, notice or other document signed or approved pursuant to any provision of these Articles In the event of a conflict between joint holders the vote or signature as the case may be of the member first listed in the register of members shall prevail

6 APPOINTMENT OF DIRECTORS

6 1 1 Regulation 64 in Table A shall not apply to the Company

6 1 2 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be one Whenever the minimum number of directors is one, a sole director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the directors generally, and regulation 89 in Table A shall be modified accordingly

6 2 The directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) in Table A shall not apply to the Company

6 3 No person shall be appointed a director at any general meeting unless either

(a) he is recommended by the directors, or

(b) not less than 21 nor more than 35 clear days before the date appointed for the general meeting, notice signed by a member qualified to vote at the general meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed

6 4 1 Subject to article 6 3 above, the Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director

6 4 2 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number determined in accordance with article 6 1 2 above as the maximum number of directors and for the time being in force

6 5 In any case where as the result of death or deaths the Company has no members and no directors the personal representatives of the last member to have died shall have the right by notice in writing to appoint a person to be a director of the Company and such appointment shall be as effective as if made by the Company in general meeting pursuant to article 6 4 1 above For the purpose of this article, where two or more members die in circumstances rendering it uncertain which of them survived the other or others, the members shall be deemed to have died in order of seniority, and accordingly the younger shall be deemed to have survived the elder

7 BORROWING POWERS

7 1 The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to section 80 of the Act to grant any mortgage, charge or standard security over 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

8 RETIREMENT OF DIRECTORS

8 1 Regulations 73, 74 and 75 in Table A shall not apply to the Company and all

references in Table A to retirement by rotation shall be disregarded

9 PROCEEDINGS OF DIRECTORS

- 9 1 No business shall be transacted at any meeting of the Directors unless a quorum is present. If and for so long as the Company only has one Director, that Director present in person or by his alternate shall be a quorum. If and for so long as the Company has more than one Director, the quorum for meetings of the Directors shall be two, present at the commencement and throughout the whole of the meeting. A person who holds office only as an alternate Director shall, if his appointor is not present, be counted in the quorum. For the avoidance of doubt, neither one alternate representing two or more Directors, nor a Director who is also an alternate Director for one or more other Directors, shall by himself constitute a quorum.
- 9 2 Notice of a meeting of the Directors, or of any committee of the Directors, shall be deemed to be duly given to a Director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the Company for this purpose. A Director absent or intending to be absent from the United Kingdom may request the Directors that notices of meetings shall during his absence be sent to him at any address given by him for this purpose.
- 9 3 Any Director may participate in a meeting of the Directors, or a committee of the Directors, by telephone (whether by using conference telephone facilities or by a series of telephone conversations). The views and decisions of the Directors as communicated to the chairman shall be treated as votes in favour of or against a particular resolution. A resolution passed at any meeting held in this manner, and signed by the chairman, 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 a committee of the Directors duly convened and held. 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 present. The word "meeting" in these Articles shall be construed accordingly.
- 9 4 Any resolution in writing as is referred to in regulation 93 may consist of several documents in like form, each signed or approved by letter, telex or facsimile transmission by each Director who was entitled at the relevant time to receive notice of the relevant meeting and regulation 93 shall be modified accordingly.

10 DIRECTORS' INTERESTS

- 10 1 A Director or former Director shall not be accountable to the Company or the members for any benefit of any kind referred to in regulation 87 and the receipt of any such benefit shall not disqualify any person from being or becoming Director of the Company.
- 10 2 Subject to the Act, a Director (including an alternate Director) who has a duty to, or is in any way, whether directly or indirectly, interested in any contract, transaction or arrangement or any proposed contract, transaction or arrangement with, the Company shall (provided he has first disclosed his interest in writing to the Company) be entitled to vote as a Director in respect of any such contract, transaction or arrangement (whether actual or proposed). If he does so vote, he shall be counted in the quorum present at the meeting of the Directors or committee of the Directors at which any such contract, transaction or arrangement

(whether actual or proposed) is considered and he may retain for his own absolute use and benefit all profits and advantages directly or indirectly accruing to him thereunder or in consequence thereof

10 3 Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company

11 INDEMNITY

11 1 Every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, or in connection with any application under section 144 or section 727 of the Act in which relief is granted to him by the Court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this article shall only have effect in so far as its provisions are not avoided by section 310 of the Act

11 2 The directors shall have power to purchase and maintain for any director, officer or auditor of the Company insurance against any such liability as is referred to in section 310(1) of the Act

11 3 Regulation 118 in Table A shall not apply to the Company

Name and address of Subscriber

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Baldock
SG7 6NW

Dated 14 March 2007

