



The Companies Acts 1985 and 1989
Private Company Limited by Shares

MEMORANDUM OF ASSOCIATION
OF
ALLEN GEARING SOLUTIONS LIMITED¹

- 1 The name of the company is **Allen Gearing Solutions Limited** (hereinafter called the "**Company**")
- 2 The registered office of the Company is to be situated in England and Wales
- 3 The objects for which the Company is established are
 - 3 1 to carry on business as a general commercial company and any trade or business whatsoever and any lawful purpose pursuant to the Companies Act 1985 (hereinafter called the "**Act**") as amended, extended or applied by or under any other enactment or as re-enacted, and without prejudice thereto and in furtherance thereof,
 - 3 2 to carry on any other trade or business whatsoever which can in the opinion of the members or directors of the Company be conveniently or advantageously or profitably carried on in connection with or ancillary to any of the businesses of the Company or calculated directly or indirectly to enhance the value or render more profitable any of the Company's assets,
 - 3 3 to assume the obligations or any of them arising from the formation of the Company and without prejudice to the generality thereof to pay all costs, charges and expenses incurred or sustained in or about the promotion or establishment of the Company or which the directors may consider to be in the nature of preliminary expenses, and to novate or otherwise assume any contracts entered into prior to incorporation of the Company as the directors may think fit,
 - 3 4 to undertake or acquire all or any part of the business, assets and liabilities of or any share in any company, partnership or person carrying on or proposing to carry on all or any of the objects for the time being of the Company, or to amalgamate, enter into partnership, share profits, co-operate, or engage in mutual assistance with any such company, partnership or person or for subsidising or otherwise assisting any such company, partnership or person, 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, charge and deal with any shares, debentures, debenture stock or securities however received, and to conduct and carry on, liquidate or wind up any such business,

¹ By a written resolution dated *13th May*
Limited to Allen Gearing Solutions Limited

2008, the name of the Company was changed from HC 1061

- 3 5 to apply for, subscribe, take, purchase or otherwise acquire, hold and deal with shares, debentures, bonds, options or other interests in or securities of any other company so as to benefit directly or indirectly the Company or enhance the value of its property, and to co-ordinate, finance, manage, supervise or control the business and operations of any company in which the Company may hold such interest,
- 3 6 to purchase, lease, exchange, hire, hold, develop or to acquire and take options over and deal with the whole or any part of any property whatsoever, including without limitation any shares in the capital of the Company, and any rights or privileges of any kind over or in respect of any property, or any estate or interest in any real or personal property and on such terms as may be considered expedient,
- 3 7 to promote, form, finance or assist any other company or business for the purpose of acquiring the whole or any part of the business, property, undertaking or liabilities of the Company or of any other company or business, property, undertaking or liabilities 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 subscribe for, purchase or otherwise acquire or place or guarantee the placing of or underwrite all or any part of the shares, debentures, bonds or securities of any such company as aforesaid,
- 3 8 to sell, hire out, grant leases or licences, grant assured shorthold tenancies, exchange, dispose of, turn to account, grant options, rights or privileges in respect of, mortgage, charge or otherwise deal with all or any part of the business or property of whatever nature (whether or not as a going concern) of the Company, and to deal as aforesaid with the same or any part thereof either together or in portions for such consideration whether shares, debentures, options, cash or real or personal property of any other nature without limit, as the members or the directors of the Company may think fit,
- 3 9 to erect, build, manufacture, improve, manage, construct, repair, maintain, alter or develop any real or personal property,
- 3 10 to invest and deal with any moneys of the Company not immediately required for the purposes of the business in any manner, and to hold, alter, dispose of or otherwise without limit deal with any investments so made,
- 3 11 to receive money on deposit or loan, and to borrow or raise money or credit as may seem expedient without limit and whether with or without any security or guarantee thereof, and to issue any debentures or debenture stock whether perpetual, irredeemable or otherwise,
- 3 12 to issue or grant any mortgage, charge, standard security, lien or other security upon all or any part of the property or assets whether present or future and including but without limit the uncalled capital of the Company, and also by any such means to secure and guarantee the performance by the Company, any holding, subsidiary or associated company of the Company, or any other person, firm or company of any obligation undertaken by the Company or any of them as the case may be, and to stand security or guarantor for or otherwise support any obligation of any other person, firm or company whether by personal covenant, mortgage, charge, standard security or lien upon the whole or any part of the undertaking, property and assets of the Company whether present or future including but without limit its uncalled capital,
- 3 13 to advance or lend money or give any credit to any person, firm or company as the directors or members may think fit,

- 3 14 to the extent permitted by law and in accordance with the procedure set out in the Act to give financial assistance for the purpose of the acquisition or redemption of any shares, debentures, option rights or other security of the Company or any company which is for the time being the Company's holding company or subsidiary or another subsidiary of any such holding company or for the purpose of reducing or discharging a liability incurred for the purpose of such an acquisition and to give such assistance by means of a gift, loan, guarantee, indemnity, the provision of security or otherwise,
- 3 15 to draw, issue, accept, endorse, discount, negotiate, make or deal with as may seem expedient cheques, bills of exchange or lading, promissory notes, warrants, coupons, debentures, and other negotiable or transferable notes or instruments,
- 3 16 to seek any permission, order, privilege, charter, concession, decree, right, or licence from any government department, national, local or other statutory authority or official body in any part of the world where the Company does or may do business or other official sanctions for enabling the Company to pursue any of its objects for the time being or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and comply with the same, and to oppose or defend any proceedings or application which may seem directly or indirectly to advance or prejudice the Company's interests as the case may be,
- 3 17 to seek in any part of the world and deal with, grant or obtain licences in respect of, manufacture under, operate, test, improve, or experiment on any invention, discovery, copyright, patent, brevet d'invention, licence, secret process, trade mark, service mark, design, registration, protection and concession as may seem expedient or beneficial, and to register, re-register, disclaim, alter, modify, use, and turn to account the same or any of them,
- 3 18 to act as principal, nominee, agent (whether disclosed or undisclosed), broker, trustee, factor, contractor or sub-contractor in any part of the world,
- 3 19 to pay, reward or remunerate anyone supplying goods or services to the Company by cash, goods, services or any securities of the Company,
- 3 20 to give to any charitable, benevolent or public cause or object which may be for the benefit of the Company or any holding, subsidiary or associated company of the Company or any directors or employees thereof, and to provide or pay towards any pension, annuity, gratuity, insurance, superannuation or other allowance or benefit, and generally to provide advantages, facilities and services for any persons who are or have been directors of, employed by, or serving the Company or any holding, subsidiary or associated company of the Company or any predecessor thereof and to the members of the family, dependants, personal representatives or nominated beneficiaries of any such persons, and to set up, establish, maintain, provide, contribute towards and lend in favour of any incentive, profit-sharing, option, or savings related scheme for the benefit of the employees of the Company or any holding, subsidiary or associated company as aforesaid,
- 3 21 to distribute among the members of the Company in specie or otherwise any property of the Company of whatever nature, including but without limit the shares, debentures or other securities of any other company taking over the whole or any part of the undertaking, assets or liabilities of the Company, and to purchase or assist the purchase of or redeem the shares for the time being (including any redeemable shares) or reduce the capital of the Company in any manner permitted under Part V of the Act,

- 3 22 to establish and maintain or process the establishment and maintenance of any pension, superannuation funds or retirement benefit schemes (whether contributory or otherwise) for the benefit of any persons who are or who were at any time in the employment or service of the Company or who are or have been directors or officers of the Company,
- 3 23 to establish and maintain or procure the establishment and maintenance of, any pension superannuation funds or retirement benefit schemes (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances, emoluments and any other relevant benefits to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary or holding company of the Company or which is a subsidiary of any such holding company or is allied to or associated with the Company, or any such subsidiary or any of the predecessors of the Company or any such other company as aforesaid, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well being of, the Company or of any other company as aforesaid, or of any such persons aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any other such company as aforesaid and without prejudice to the generality of the foregoing to act either alone or jointly as trustee or administrator for the furtherance of any of the aforesaid purposes,
- 3 24 to establish, on and subject to such terms as may be considered expedient, a scheme or schemes for or in relation to the purchase of, or subscription for, any fully or partly paid shares in the capital of the Company by, or by trustees for, or otherwise for the benefit of, employees of the Company or of its subsidiary or associated companies,
- 3 25 to carry on any of the objects for the time being of the Company in any part of the world either as principal, agent, contractor, trustee or otherwise and either by or through agents, trustees, brokers, sub-contractors or otherwise and either alone or with any other person, firm or company, and
- 3 26 to do all things specified for the time being in the articles of association of the Company

The objects in each preceding sub-clause shall be regarded as independent objects and shall not be in any way limited or restricted by reference to or inference from the terms of any other sub-clause herein except as may be expressly stated, or by the name, place or date of incorporation of the Company. The Company shall have as full a power to exercise all or any of the objects and powers in each sub-clause herein as if each sub-clause contained the objects of a separate company. Reference to any company herein shall be deemed to include any body whether incorporated or not and wherever in any part of the world set up, established or registered

- 4 The liability of the members is limited
- 5 The share capital of the Company is £1,000 divided into 1000 ordinary shares of £1 00 each



The Companies Acts 1985, 1989 and 2006
Private Company Limited by Shares

ARTICLES OF ASSOCIATION
OF
ALLEN GEARING SOLUTIONS LIMITED¹

PRELIMINARY

1 1 In these Articles

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006(1) for the time being in force, and

"Table A" means Table A in the Schedule to The Companies (Tables A to F) (Amendment) Regulations 2007 (SI 2007 2541) and the Companies (Table A to F) (Amendment) (No 2) Regulations 2007 (SI 2007/2826) (as amended or replaced prior to the date when these Articles are adopted by the Company)

1 2 Words and expressions defined in or for the purposes of the Regulations or the Act (in either such case, as at the date on which these Articles are adopted) shall, unless the context otherwise requires, have the same respective meanings in these Articles

1 3 Subject to Articles 1 1 and 1 2, references in these Articles to any statutory provision shall include such provision as amended, modified or re-enacted from time to time

TABLE A

2 1 The regulations contained in Table A (the **"Regulations"**) are adopted by the Company subject to and together with these Articles

2 2 Regulations 7, 8, 24, 59, 60, 61, 64, 73 to 78, 90 and 104 of Table A do not apply to the Company

PRIVATE COMPANY

3 The Company is a private company and shall not offer any of its shares or debentures to the public, whether for cash or otherwise, nor shall it allot or agree to allot any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public

SHARES

¹ By a written resolution dated 13th May 2008, the name of the Company was changed from HC 1061 Limited to Allen Gearing Solutions Limited

- 4 1 Subject to any direction to the contrary that may be given by the Company in general meeting, the directors are unconditionally authorised to allot, create, deal with or otherwise dispose of relevant securities (within the meaning of section 80(2) of the Act) to such persons (including any director) on such terms and at such times as they think fit, provided always that no shares shall be issued at a discount. The provisions of section 89(1) of the Act do not apply to the Company.
- 4 2 The maximum nominal amount of share capital that may be allotted or otherwise disposed of by the directors in accordance with Article 4 1 is, so long as the Company is a private company, the nominal amount of authorised but unissued share capital for the time being of the Company (or such other amount as the Company may authorise in general meeting).
- 4 3 The general authority conferred by Articles 4 1 and 4 2 will (unless renewed, varied or revoked by the Company in general meeting) expire on the date of the fifth anniversary of the adoption of the Articles, except that
- 4 3 1 thereafter the directors may exercise the said power of allotment in pursuance of an offer or agreement made by the Company before such date or in pursuance of any authority given in accordance with the Act, and
- 4 3 2 the directors may exercise at any time (whether before or after such anniversary, but only so long as the Company is a private company) the general authority conferred by Articles 4 1 and 4 2 in accordance with any elective resolution of the members.

LOST CERTIFICATES

- 5 If a share certificate or warrant of any security issued or granted by the Company is defaced, lost, worn-out or destroyed, it may be renewed on payment of a fee on such terms as to evidence and indemnity, and the payment of all expenses of the Company of investigating evidence, as the directors shall think fit, and (in the case of defacement or wearing-out) on the return to the Company of any certificate or warrant to be renewed. A new warrant shall not be issued to replace one that has been lost unless the directors are satisfied beyond reasonable doubt that the original has been destroyed.

LIEN

- 6 The Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share. The Company shall also have a first and paramount lien on all shares registered in the name of any person (whether solely or jointly with others) for all moneys owing to the Company from him or his estate either alone or jointly with any other person, whether as a member or not and whether such moneys are presently payable or not. The directors may at any time declare any share to be wholly or partly exempt from the provisions of this article. The Company's lien on a share shall extend to any amount payable in respect of it.

CALLS ON SHARES

- 7 The Company may accept from any member the whole or any part of the amount remaining unpaid on any shares held by that member, although no part of that amount has been called up. The liability of any member in default in respect of a call shall be increased by interest payable at such rate without limit as the directors may determine on any amount called and by the addition of all costs, charges and

expenses incurred by the Company by reason of such non-payment Regulation 18 shall be modified accordingly

TRANSFER OF SHARES

- 8 The directors may in their absolute discretion, and without assigning any reason therefor, decline to register any transfer or any renunciation of any share whether or not it is a fully paid share

TRANSMISSION OF SHARES

- 9 1 On a sole member ceasing for whatever reason to hold all the shares issued for the time being in the capital of the Company, the company secretary shall register the person or persons next entitled to any such shares on proof of title thereto and on application thereby in writing subject to stamping any instrument therefor as may be required by law, and in the absence of or in default by the company secretary such person or persons aforesaid may enter the name or names thereof in the register of members, and
- 9 2 it shall not be necessary for a person, on becoming entitled to a share in consequence of the death, bankruptcy, insolvency or dissolution of the sole member, to produce evidence to the directors of such entitlement before being registered as the holder of the share, and subject hereto Regulations 30 and 31 of Table A are adopted

NOTICE OF GENERAL MEETINGS

- 10 Any resolution may be proposed and passed as special, extraordinary, ordinary or otherwise notwithstanding that the Company has given less than 14 days' notice thereof, or of the meeting or adjourned meeting at which it is proposed to be passed, as the case may be, if it is so agreed by a majority in number of the members having a right to attend and vote on the resolution together holding not less than 90% in nominal value of the shares giving that right and Regulation 38 of Table A is modified accordingly
- 11 The Company may comply with the obligation for delivering or sending the annual accounts and directors' and auditors' reports by publishing them throughout the period of 14 days before the relevant general meeting on a web site if agreed by any person entitled to a copy of them or by sending them by electronic communications to such address as for that purpose and for the time being the Company is on notice from that person instead of delivering or sending them by any other means

PROCEEDINGS AT GENERAL MEETINGS

- 12 Regulation 40 is adopted excluding from the second sentence the words "upon the business to be transacted" and substituting therefor the words "at general meetings"
- 13 Regulation 41 of Table A is adopted with the addition at the end thereof of the words "and if at the adjourned meeting a quorum is not present within 15 minutes from the time appointed for the meeting or if during the meeting a quorum ceases to be present the member or members present entitled to be counted in a quorum shall be a quorum"
- 14 At any general meeting a poll may be demanded by any member having the right to vote at the meeting Regulation 46 shall be modified accordingly

VOTES OF MEMBERS

- 15 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and in any common form or in such other form as the directors may approve and shall be deemed 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. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.
- 16 On a show of hands or on a poll votes may be given either personally or by proxy.
- 17 Regulation 62 is adopted with the addition at the end of the words "provided always that the requirement for deposit of any proxy as aforesaid shall be satisfied as well by transmission by fax as by any other means", and Regulations 56 and 62(a) are adopted with "24" substituted respectively for "48".
- 18 The Company shall ensure that, on entering into a contract with a sole member for the time being of the Company (other than a contract in the ordinary course of business of the Company), the terms of the contract, unless it is in writing, are either set out in a written memorandum or recorded in the minutes of the first meeting of the directors next after making the contract.

DIRECTORS

- 19 The number of the directors may be fixed by the Company, but unless and until so fixed there shall be no maximum number and the minimum number shall be one. The continuing directors or a sole continuing director may act notwithstanding any vacancies in the number thereof required by the articles, and in the event of only one person holding office as director in accordance with the regulations that person shall be deemed to constitute a quorum and have full authority to exercise all the powers and discretions by the articles expressed to be vested in the directors. Regulation 89 is adopted as modified herein and as hereinafter mentioned.
- 20 Each director shall have power from time to time to nominate another director, or any person not being a director approved by the other directors, to act as the alternate thereof, and at the discretion of such director to remove such alternate director, save that a person not being a director who is appointed as an alternate shall not appoint an alternate, and each alternate director
- 20 1 shall be subject to all the terms and conditions existing with reference to the other directors except as to power to appoint an alternate director and remuneration, and, subject to giving the Company an address at which notices may be served thereon, shall be entitled to receive notice of all meetings of the directors and shareholders and to attend, speak and vote at any such meeting at which the appointor thereof is entitled to be, but is not, present,
- 20 2 may act as alternate director to more than one director, and while so acting such person shall be entitled to a separate vote for each director thereby represented, and if any such alternate is a director the vote or votes thereof as an alternate director shall be in addition to the vote thereof as a director,
- 20 3 may be appointed or removed as an alternate director by letter, electronic mail via computer on the internet or world wide web ("**e-mail**"), facsimile transmission or in any other manner approved by the directors. Any e-mail or facsimile transmission

shall be confirmed as soon as possible by letter but meanwhile may be acted upon by the Company,

- 20 4 appointed by any person ceasing to hold office as director shall cease simultaneously to have any power or authority to act as an alternate director provided always that any person who is an alternate director at a meeting when the appointor thereof ceases to be a director shall be deemed to be reappointed as an alternate director if at that meeting such appointor is reappointed or deemed to be reappointed as a director unless the contrary is expressed in writing by such appointor,
- 20 5 shall during the appointment thereof be an officer of the Company and shall not be deemed to be an agent of the appointor thereof and a director shall not be liable for the acts and defaults of any alternate director appointed thereby,
- 20 6 shall not be taken into account in reckoning the minimum number of directors allowed for the time being, but shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the directors attended thereby at which such alternate director is entitled to vote, and
- 20 7 shall not be entitled to receive any emoluments from the Company in respect of being an alternate director provided always that the Company may pay all travelling, hotel and other expenses properly incurred by such alternate director in attending and returning from meetings of the directors or any committee of the directors or general meetings of the Company or in connection with the business of the Company
- 21 Subject to any written agreement between the members, the directors may receive such emoluments (whether by way of fees, salary, commission, participation in profits, or partly in one way and partly in another or otherwise) as shall from time to time be determined by the Company in general meeting, and any managing director may receive such emoluments determined as aforesaid, and Regulation 82 of Table A is adopted as if it applied to all such emoluments as aforesaid The last sentence of Regulation 84 is excluded
- 22 The directors may retain any benefits received by them or any of them by reason of the exercise of any powers in Clause 3 20 of the memorandum of association, and Regulation 87 is modified accordingly
- 23 The directors shall be reimbursed by the Company for all expenses incurred properly by them in the discharge of their duties in addition to any expenses payable under Regulation 83, and in addition the Company shall repay, as the directors think fit, all costs, expenses and disbursements of or in connection with legal advice and without limitation other advice obtained in connection with the affairs of the Company
- 24 Subject as provided in these Articles, on a resolution for the removal of a director ("**the particular director**") one hundred votes shall attach to every share whereby the holder thereof is entitled alone to vote for the appointment of the particular director, and, subject as aforesaid and to the terms of appointment and to any contract between the particular director and the Company, the particular director may demand a poll on any resolution for removal thereof from office and for the alteration of this article, and the particular director shall have, but not in addition to any weighted voting rights that may have been conferred thereon as aforesaid, one hundred votes for every ordinary share (if any) registered in the name of the

- particular director on any such resolution as aforesaid, and Regulations 46 and 54 are modified accordingly
- 25 Any director appointed by or representing for the time being (subject always to any notice otherwise given in writing to the Company by) any member entitled to attend and cast a majority of votes at a general meeting of the Company shall have one hundred more votes than the total number of votes cast by the other directors on any resolution to convene a general meeting
- 26 Notice of any meeting of the directors may be given by telephone or by e-mail or in such other manner as the directors may agree from time to time. The contemporaneous linking together by telephone or via e-mail of a number of the directors being not less than the quorum and the company secretary shall be deemed to constitute a meeting of the directors wherever in the world they are, so long as
- 26 1 notice of the meeting was communicated to each director in accordance with this Article,
- 26 2 none of the directors is absent from the meeting except only as to any of them who the chairman may have consented before the meeting may be absent therefrom,
- 26 3 the directors who are present at and throughout the meeting subject as hereinafter mentioned constitute a quorum,
- 26 4 at the commencement of the meeting each director acknowledges the presence thereof to all the other directors taking part,
- 26 5 each of the directors taking part and the company secretary are able to hear or in the case of e-mail are connected on line with each other of them subject as hereinafter mentioned throughout the meeting,
- 26 6 the directors present at the commencement of the meeting do not leave the meeting by disconnecting, but the meeting shall be deemed to have been conducted validly notwithstanding accidental disconnection during the meeting, and the proceedings thereof shall be deemed to be as valid as if there had not been any disconnection, and
- 26 7 a minute of the proceedings shall be sufficient evidence thereof and of the observance of all necessary formalities if certified by both the chairman and the company secretary
- 27 A director may vote as a director in regard to any contract or arrangement in which that director is interested or upon any matter arising therefrom, provided always that such interest is first disclosed to the directors, and such vote shall be counted and such director shall be counted in the quorum present at the meeting when any such contract or arrangement is under consideration. Regulations 85 and 89 of are modified accordingly
- 28 Subject to section 310 of the Act and whether or not in connection with any application under sections 144 or 727 of the Act or otherwise, every director or other officer of the Company shall be indemnified out of the assets of the Company against all losses and liabilities, and the directors and other officers shall not be liable for any loss, damage or misfortune which may happen to or be incurred for the Company in the execution of their duties to the Company, and the Company may purchase and maintain insurance against liability relating to the Company in respect

of any negligence, default, breach of duty and breach of trust attaching to any officer or auditor of the Company for the time being provided always that the directors shall state the existence of any such insurance in their report for each financial year Regulation 118 is modified accordingly.

WINDING UP

- 29 Any dividends resolved to be recommended, declared or paid, any sum resolved to be capitalised and the assets of the Company to be divided on a winding up shall be paid or distributed, subject to the articles and the rights attaching to the shares, in proportion to the nominal amount of the shares (whether or not fully paid) held by the members entitled thereto provided always that if any share is issued on terms that it shall rank for dividend as from a particular date, that share shall rank for dividend accordingly
- 30 Without prejudice to the generality of Regulation 70 the directors may
 - 30 1 petition for the winding up of the Company,
 - 30 2 apply for the appointment of an administrator pursuant to Schedule B1 of the Insolvency Act 1986