

**G****COMPANIES FORM No. 12****12****Statutory Declaration of compliance  
with requirements on application  
for registration of a company****CHA 116**Please do not  
write in  
this margin

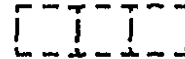
Pursuant to section 12(3) of the Companies Act 1985

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

To the Registrar of Companies

For official use

For official use



Name of company

**\*GLOBAL - MSI PUBLIC LIMITED COMPANY**\* insert full  
name of CompanyI, Michele Jungof Five Chancery Lane, Clifford's Inn, London EC4A 1BU an Authorised  
Signatory of Gray's Inn Secretaries Limited† delete as  
appropriate

do solemnly and sincerely declare that I am a ~~Solicitor engaged in the formation of the company~~†  
[person named as ~~director~~ secretary of the company in the statement delivered to the registrar  
under section 10(2)] † and that all the requirements of the above Act in respect of the registration of the  
above company and of matters precedent and incidental to it have been complied with.

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the  
provisions of the Statutory Declarations Act 1835

Declared at 8 Breems Buildings

Declarant to sign below

Robert LaneLondon EC4A 1BUthe 12<sup>th</sup> day of AugustOne thousand nine hundred and 99before me Quintin P. Kemp

A Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths.

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

Denton Hall Burgin & Warrens  
Five Chancery Lane,  
Clifford's Inn,  
LONDON, EC4A 1BU.



MJ/APW/nj/1407E

For official Use

New Companies Section



Post room

Package: 'Laserform'  
by Laserform International Ltd.

Companies House Approval No: CHA 116

10

**Statement of first directors and  
secretary and intended situation  
of registered office**

This form should be completed in black.

Company name (in full)

☒ CN

For official use ☐

GLOBAL - MSI PUBLIC LIMITED COMPANY

Registered office of the company on  
incorporation.

☒ RO

FIVE CHANCERY LANE, CLIFFORD'S INN

Post town LONDON

County/Region

Postcode EC4A 1BU

If the memorandum is delivered by an  
agent for the subscribers of the  
memorandum mark 'X' in the box  
opposite and give the agent's name  
and address.

☒ X

Name DENTON HALL BURGIN & WARRENS

☒ RA

FIVE CHANCERY LANE, CLIFFORD'S INN

Post town LONDON

County/Region

Postcode EC4A 1BU

Number of continuation sheets attached

☐ 2

To whom should Companies House  
direct any enquiries about the  
information shown in this form?

Denton Hall Burgin & Warrens

Five Chancery Lane, Clifford's Inn,

London

Postcode EC4A 1BU

Telephone 071 242 1212

Extension 6800

## Company Secretary

Name **\*Style/Title**  
**Forenames**  
**Surname**  
**\*Honours etc**  
**Previous forenames**  
**Previous surname**

### Address

Usual residential address must be given.  
In the case of a corporation, give the registered or principal office address.

Consent signature

## Directors

Please list directors in alphabetical order.

Name **\*Style/Title**  
**Forenames**  
**Surname**  
**\*Honours etc**  
**Previous forenames**  
**Previous surname**

### Address

Usual residential address must be given.  
In the case of a corporation, give the registered or principal office address.

Date of birth

Business occupation

Other directorships

\* Voluntary details

Consent signature

<b>CS</b>	N/A
N/A	
GRAY'S INN SECRETARIES LIMITED	
<b>AD</b>	FIVE CHANCERY LANE, CLIFFORD'S INN
Post town	LONDON
County/Region	
Postcode	EC4A 1BU
Country	ENGLAND
I consent to act as secretary of the company named on page 1	
FOR AND ON BEHALF OF	
Gray's Inn Secretaries Limited	
Signed	Date 11.8.93

..... DIRECTOR /  
AUTHORISED SIGNATORY

<b>CD</b>	N/A
N/A	
DH&B DIRECTORS LIMITED	
<b>AD</b>	FIVE CHANCERY LANE, CLIFFORD'S INN
Post town	LONDON
County/Region	
Postcode	EC4A 1BU
Country	ENGLAND
<b>DO</b>	<b>NA</b> UK COMPANY
<b>OC</b>	CORPORATION
<b>OD</b>	PER LIST
I consent to act as director of the company named on page 1	
FOR AND ON BEHALF OF	
DH & B Directors Limited	
Signed	Date 11.8.93

..... DIRECTOR /  
AUTHORISED SIGNATORY

# **Directors (continued)**

Name \*Style/Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

## **Address**

Usual residential address must be given.

In the case of a corporation give the registered or principal office address.

Date of birth

Business occupation

Other directorships

\* Voluntary details

**Consent signature**

**CD** N/A

N/A

DH&B MANAGERS LIMITED

**AD** FIVE CHANCERY LANE, CLIFFORD'S INN

Post town LONDON

County/Region

Postcode EC4A 1BU

Country ENGLAND

**DO**

Nationality

**NA**

UK COMPANY

**OC**

CORPORATION

**OD**

PER LIST

I consent to act as director of the company named on page 1

FOR AND ON BEHALF OF

D H & B Managers Limited

Signed

Date

11.8.93

DIRECTOR/  
AUTHORISED SIGNATORY

Delete if the form is signed by the subscribers.

Denton Hall Burgin & Warrens

Signature of agent on behalf of all subscribers

Date

11.8.93

Delete if the form is signed by an agent on behalf of all the subscribers.

All the subscribers must sign either personally or by a person or persons authorised to sign for them.

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

THE COMPANIES ACTS 1985 TO 1989

A PUBLIC COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION

2849288.

OF

GLOBAL - MSI PUBLIC LIMITED COMPANY

1. The Company's name is "GLOBAL - MSI PUBLIC LIMITED COMPANY".
2. The Company is to be a public company.
3. The Company's registered office is to be situated in England and Wales.
4. The Company's objects are:-
  - (A) To carry on the business of general merchants, importers, exporters, manufacturers, dealers, traders, brokers and factors of every kind, whether by mail order or otherwise both wholesale or retail, in every description of property, goods and merchandise.
  - (B) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any shares, debentures or other securities or rights of any person or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company or subsidiary as defined by section 736 of the Companies Act 1985, or another subsidiary as defined by the said section of the Company's holding company or otherwise associated with the Company in business

551317



- (C) To carry on in any part of the world any other business, whether financial, commercial, industrial or otherwise, which may seem to the Company capable of being conveniently carried on in connection with any business which the Company is authorised to carry on or calculated directly or indirectly to further or facilitate the objects of the Company or to enhance the value of or render more profitable any of the Company's property, rights or interests
- (D) To carry on business as bankers, capitalists, financiers, industrialists and merchants
- (E) To carry on business as carriers by land, sea or air and as wharfingers, lightermen, warehousemen, builders, charterers and owners of land, sea and air transport of all kinds, and as transport agents and forwarders of goods; to purchase, lease or otherwise acquire, construct, equip, maintain, improve, manage or control, or aid in or subscribe towards the promotion, construction, equipment, maintenance, improvement, working, management or control of works, undertakings and operations of all kinds, both public and private
- (F) To build, construct, maintain, alter, enlarge, pull down, remove and replace any buildings, walls, wharves, roads, railways, machinery, engines, fences, banks, dams, sluices or watercourses, or carry out any other works which may be convenient or necessary in connection with any business or objects of the Company
- (G) To buy, manufacture, refine, manipulate, import, export, prepare for market and deal, either wholesale or retail, in goods, products, substances, materials, plant, machinery, apparatus and things of all kinds and descriptions, and to plan, provide and procure all services and facilities capable of being used in any business of the Company or required by any customers of or persons having dealings with the Company or which may seem capable of being usefully or profitably dealt with in connection with any such business
- (H) To acquire, hold, manage, develop, dispose of and deal with any real or personal property, rights or interests on such terms and in such manner as the Company may think fit
- (I) To acquire and undertake the whole or any part of the business, goodwill and assets of any person or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on or which can be carried on in conjunction therewith, or which are capable of being conducted directly or indirectly to the benefit of the Company, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person or company, or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation,

or for limiting competition, or for mutual assistance, with any such person or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures or other securities or rights so received

- (J) To make experiments in connection with any business or proposed business of the Company, and to apply for or otherwise acquire and protect, prolong, renew, experiment upon, test, improve in any part of the world any inventions, patents, patent rights, brevets d'invention, trade marks, trade or brand names, designs, copyrights, licences, concessions, protections or similar rights which may appear likely to be advantageous or useful to the Company, and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money thereon
- (K) To improve, manage, cultivate, develop, grant rights and privileges in respect of, or otherwise deal with, all or any part of the property, rights and interests of the Company
- (L) To invest and deal with the moneys of the Company in such manner as may from time to time be determined
- (M) To lend and advance money or give credit to such persons or companies on such terms as may seem expedient and whether with or without security
- (N) To receive money on deposit or loan, and to borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures (perpetual or otherwise) or other securities or rights, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also (whether or not for any consideration) by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake
- (O) To vest any real or personal property, rights or interests acquired by or belonging to the Company in any person or company on behalf or for the benefit of the Company, and with or without any declared trust in favour of the Company
- (P) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments

- (Q) To apply for, promote and obtain any legislation, charters, privileges, concessions, licences or authorisations of any government or authority (whether supreme, municipal, local or otherwise) and any provisional order or licence for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any legislation, action, steps, proceedings or applications which may appear directly or indirectly to be adverse to the interests of the Company or of its members
- (R) To enter into any arrangements with any governments or authorities (whether supreme, municipal, local or otherwise) or any companies or persons, that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions
- (S) To remunerate any person or company rendering services to the Company, whether by cash payment or by the allotment to him or them of or the grant of options over shares, debentures or other securities or rights of the Company credited as paid up in full or in part or otherwise
- (T) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incidental to the formation and registration of or the raising of money for the Company or the issue of its share or loan capital, or the application to any Stock Exchange for listing for any or all of its share or loan capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities or rights of the Company
- (U) To establish, maintain, participate in or contribute to or procure the establishment and maintenance of, participation in or contribution to any pension, superannuation, benevolent or life assurance fund, scheme or arrangement (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances, benefits and emoluments to, any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, 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 dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs, trusts or funds calculated to be for the benefit of, or to advance the interests and well-being of, the Company or of any such other

company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company or its holding company to be held for the benefit of the employees (including directors and officers) of the Company, and (subject to the provisions of Section 151 of the Companies Act 1985 as amended and in force for the time being) to lend money to the Company's employees to enable them to purchase such shares, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, or for any other purpose which may be considered directly or indirectly to further the objects of the Company or the interests of its members, and to do any of the matters aforesaid either alone or in conjunction with others

- (V) To procure the Company to be registered or recognised in any dominion, colony or dependency and in any foreign country or place
- (W) To promote any other company for the purpose of acquiring all or any of the property or undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely directly or indirectly to assist or benefit the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities or rights of any such company as aforesaid
- (X) To sell, lease, mortgage, grant options over, dispose of or otherwise deal with the whole or any part of the undertaking, property or assets of the Company or any interest therein for such consideration as the Company may think fit, and in particular for shares, whether fully or partly paid-up, debentures or other securities or rights of any other company, government or authority (whether supreme, municipal, local or otherwise)
- (Y) To distribute among the members of the Company in kind any property of the Company (whether by way of dividend or otherwise) and in particular any shares, debentures or other securities or rights of other companies, governments or authorities (whether supreme, municipal, local or otherwise) belonging to the Company or of which the Company may have the power of disposing
- (Z) To do all or any of the above things and such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them in any part of the world, either itself or through the medium of any subsidiary or associated companies or otherwise, and whether as principals, agents, trustees, contractors or otherwise, or whether by or through agents, trustees, sub-contractors or otherwise, and either alone or in conjunction with others

and it is hereby declared that:-


- (A) the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere; and
- (B) the objects specified in each of the paragraphs of this clause shall be regarded as independent objects and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph, the order in which the same occur or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company.


- 5. The liability of the members is limited.
- 6. The Company's share capital is £50,000 divided into 50,000 shares of £1 each.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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Michele Jung   
For and on behalf of  
Gray's Inn Nominees Limited  
Five Chancery Lane  
London EC4A 1BU

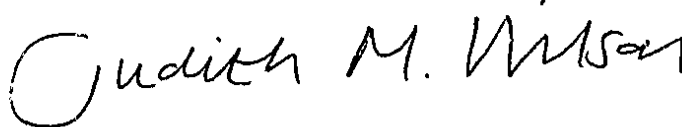
Michele Jung   
For and on behalf of  
DH&B Nominees Limited  
Five Chancery Lane  
London EC4A 1BU

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Dated: 11th August 1993

Witness to the above signatures:

Judith Wilson  
Five Chancery Lane  
London EC4A 1BU



THE COMPANIES ACTS 1985 TO 1989

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PUBLIC COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

of

GLOBAL - MSI PUBLIC LIMITED COMPANY

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Preliminary

- 1.01 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) Amendment Regulations 1985 ("Table A") shall apply to the Company save insofar as they are varied or excluded by or inconsistent with these Articles.
- 1.02 Regulations 24, 30, 33, 44, 73 to 80 (inclusive), 84, 94 to 98 (inclusive) and 118 of Table A shall not apply to the Company.
2. Unless the context otherwise requires, references in these Articles to statutory provisions shall be construed as referring to those provisions as amended or re-enacted and from time to time in force.

Share Capital

- 3.01 The authorised share capital of the Company is £50,000 divided into 50,000 ordinary shares of £1 each.
- 3.02 The directors shall have general and unconditional authority (limited in time as hereinafter provided) to allot any relevant securities up to the maximum amount hereinafter laid down. The maximum amount of relevant securities which may be allotted under the authority hereby conferred shall be that which would result in the issue of all the shares in the Company for the time being unissued. Subject to Section 80 (7) of the Companies Act 1985, the authority hereby conferred shall expire five years after the date of the incorporation of the Company unless renewed (with or without variation) by the Company in general meeting at any time and from time to time before or after the date on which it would otherwise have expired.
- 3.03 The Company may at any time and from time to time prior to the expiry of the authority conferred by Article 3.02 or any renewal thereof make any offer or agreement which would or might require relevant securities to be allotted after such expiry.

- 3.04 Save as otherwise provided in these Articles, and subject to Article 3.05, all unissued shares (whether forming part of the original or any increased capital) which the directors are authorised (by these Articles or otherwise) to allot shall be at the disposal of the directors who may allot, grant options over, offer or otherwise deal with or dispose of them to such persons, at such times and generally on such terms and conditions as they may determine and the provisions of Section 89(1) of the Companies Act 1985 shall not apply thereto.
- 3.05 Subject to any direction to the contrary that may be given by the Company by special resolution, all unissued shares (whether forming part of the original or of any increased capital) shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the number of the existing shares to which they are respectively entitled. The offer shall be made by notices specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the directors may dispose of those shares in such manner as they think most beneficial to the Company but on no more favourable terms than those offered to existing holders of shares. The directors may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares) cannot, in the opinion of the directors, be conveniently offered under this Article 3.05.
- 3.06 In this Article "relevant securities" shall have the meaning ascribed thereto in Section 80 of the Companies Act 1985 and references to the allotment of relevant securities shall be construed in the same manner as in that Section.

#### Issue of redeemable shares

4. In regulation 3 of Table A the words "may be provided by the Articles" shall be omitted and the words "the Directors may determine" shall be substituted therefor.

#### Liens

- 5.01 In regulation 9 of Table A the words "in such manner as the directors determine" shall be omitted.
- 5.02 Regulation 10 of Table A shall be omitted and the following substituted therefor:-

"To give effect to such sale the directors shall authorise some person to transfer the shares sold and all the provisions of Articles 7 to 9 hereof shall apply to such transfer as if the person so authorised were the registered holder of such shares save that the person so authorised shall not be obliged to deliver up the certificates for the shares sold and shall not be entitled to any part of the purchase moneys".

#### Forfeiture of shares

6. In regulation 20 of Table A, after the words "Subject to the provisions of the Act" the following words shall be added: "and subject to Articles 7 to 10 of the articles".

#### Transfer of Shares

7. Any share may be transferred to the father, mother, stepfather or stepmother of a member or to any lineal descendant of such father, mother, stepfather or stepmother or to the wife, husband, widow or widower of such lineal descendant (such permitted transferees being in this Article collectively called "family"); or to a trustee or trustees upon any settlement for the benefit exclusively of a member or one or more of the family of a member; or to another member; and so that notwithstanding Article 8 hereof no such transfer as is permitted by the preceding provisions of this Article shall be refused registration by the directors. Save as aforesaid and save as provided by sub-article (e) hereof and Article 9, no share shall be transferred to any person so long as any member or any person selected by the directors is willing to purchase the same pursuant to the following provisions and any transfer not made pursuant to such provisions shall be void and of no effect and the directors shall decline to sanction the registration thereof:-

- (a) A member desiring to transfer any share or shares of the Company (in this Article called "the Proposing Transferor") shall give notice in writing (in this Article called "a Transfer Notice") to the Company that he desires to transfer the same stating the price at which he proposes to transfer the same (in this Article called "the Transfer Price"). Such notice shall constitute the Company his agent for the sale of the share or shares at the Transfer Price and on the terms hereinafter in this Article mentioned. The share or shares or any of them comprised in a Transfer Notice are hereinafter called "Shares".
- (b) The Shares shall in the first place and not more than one month after service on the Company of the Transfer Notice in question be offered for sale at the Transfer Price to such persons (other than the Proposing Transferor) as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the number of shares held by them respectively (in this Article called the "Quota Offer") and the Quota Offer shall inform each such holder that he may offer to purchase such number of Shares above his Quota Offer (not exceeding the number of Shares less his Quota Offer) as he may desire (in this Article called "Excess Shares"). The Quota Offer shall in each case limit the time (being not more than three months after service on the Company of the Transfer Notice in question) within which the same is open for acceptance and if not so accepted shall be deemed to be declined. A holder may accept the Quota Offer for some part or all thereof. Any Shares not accepted as aforesaid under

the Quota Offer shall be allocated by the directors amongst the holders applying for Excess Shares as nearly as may be in proportion to the number of shares held by them respectively (provided always that no holder shall have allocated to him a number of Shares greater than he has offered to purchase as aforesaid) and any Excess Shares not allocated as aforesaid shall (subject as aforesaid) be allocated amongst the holders applying for Excess Shares in proportion to the number of Excess Shares applied for. Such allocations shall be notified to holders applying for Excess Shares not later than seven days after the last day for acceptance of the Quota Offer and such notification shall constitute pro tanto acceptance of the offer for Excess Shares. Any Excess Shares not disposed of as aforesaid may be disposed of at the Transfer Price by the directors to any person or persons (including one or more of themselves) as they think fit but so that any such contract for disposal shall be concluded not later than fourteen days after the last day for acceptance of the Quota Offer. The Company shall not later than twenty-one days after the last day for acceptance of the Quota Offer serve notice on the Proposing Transferor stating whether or not it has found a purchaser or purchasers for the Shares.

- (c) If the Company shall give notice (in this Article called "a Purchase Notice") to the Proposing Transferor stating that it has found a purchaser or purchasers for the Shares (in this Article called "the Purchaser"), the Proposing Transferor shall be bound on payment of the Transfer Price to transfer the Shares to the Purchaser and to deliver up his certificate for the Shares, and if such certificate shall comprise any Shares which he has not become bound to transfer as aforesaid, the Company shall issue to him a balance certificate for such Shares.
- (d) If in any case the Proposing Transferor, after having become bound as aforesaid, makes default in transferring the Shares the Company may receive the purchase money and may authorise some person to transfer the Shares to the Purchaser, and shall thereupon cause the name of the Purchaser to be entered on the register as the holder of the Shares and shall hold the purchase money in trust for the proposing Transferor. The receipt of the Company for the purchase money shall be a good discharge to the Purchaser and after his name has been entered in the register, in purported exercise of the aforesaid power, the validity of the proceedings shall not be questioned by any person.
- (e) If the Company shall not within twenty-one days after the last day for acceptance of the Quota Offer give a Purchase Notice to the Proposing Transferor in manner aforesaid in respect of all the Shares, the Proposing Transferor shall at any time within three months after the expiration of the said twenty-one days, subject to any lien which the Company may have, be at liberty to sell and transfer the Shares in respect of which he has not been given a Purchase Notice as aforesaid to any person or persons and at any price, not being less than the Transfer Price.

8. Subject to the provisions of Article 7 and Article 9 no transfer of any share in the capital of the Company shall be made or registered without the previous sanction of the directors who may without assigning any reason decline to give any such sanction.
9. The restrictions on transfer contained in Article 7 and Article 8 shall not apply to any instrument of transfer deposited at the registered office of the Company together with the consent in writing of all members to such transfer being registered.

Transmission of shares

- 10.01 Any person recognised by the Company as being entitled to a share on the death of a member and the trustee in bankruptcy of a member may upon such evidence being produced as may from time to time properly be required by the directors either:-
  - (i) elect to be registered himself as a holder of the shares by serving notice in writing on the Company that he so elects; or
  - (ii) elect to have some other person registered as the holder of the share by executing such a transfer thereof as is permitted by the first sentence of Article 7 or has the consent of all the members under Article 9 or giving a Transfer Notice (as that expression is defined in Article 7) in respect thereof and such transfer or Transfer Notice shall have effect as if made or given by the member immediately before his death or bankruptcy (as the case may be).
- 10.02 The directors may by notice in writing call upon the legal personal representative or representatives of a deceased, or the trustee in bankruptcy of a bankrupt member to make an election as set out in Article 10.01 and if he or they shall fail to do so within fourteen days after service of such notice he or they shall be deemed to have given a Transfer Notice (as that expression is defined in Article 7) in respect of all shares in the Company held by such member having effect as if made by the member immediately before his death or bankruptcy (as the case may be).
- 10.03 The following proviso shall be added at the end of regulation 31 of Table A :-

"Provided always that the directors may at any time give notice to such person requiring him to make such an election as is mentioned in Article 10.01 of the Articles and if such notice is not complied with within 14 days the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with".

#### Votes of members

- 11.01 The following sentence shall be added at the end of regulation 59 of Table A:

"A proxy need not be a member of the Company."

- 11.02 In regulation 62 of Table A after the words "so permitted shall" the words "unless the directors otherwise determine" shall be inserted.

#### Directors

- 12.01 The directors shall have power at any time and from time to time to appoint any person to be a director either to fill a casual vacancy or as an additional director.
- 12.02 Without prejudice to the powers of the directors under Article 12.01 the Company may by ordinary resolution at any time and from time to time appoint any person to be a director either to fill a casual vacancy or as an additional director.
13. A member or members holding a majority in nominal amount of the issued shares for the time being in the Company conferring the right to receive notices from the Company of general meetings shall have power from time to time and at any time to appoint any person as a director either as an additional director or to fill any vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company signed by one of its directors on its behalf, may consist of several documents in the like form each signed by or on behalf of a member as aforesaid and shall take effect upon communication to the registered office of the Company by physical delivery or by any public or private means of telecommunication which produces an independent written facsimile or other documentary record of what is communicated.
14. In regulation 67 of Table A all words after "his appointor ceases to be a director" shall be omitted.
15. A director and alternate director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any general meeting of the Company, and at any separate meeting of the holders of any class of shares in the Company.

#### Powers and duties of directors

16. A director may vote in respect of any contract or arrangement in which he is interested and shall be counted in the quorum present at the meeting notwithstanding such interest.
17. In regulation 72 of Table A the second sentence shall be omitted.

### Directors Holding Executive Office

18. The directors may from time to time appoint any one or more of their body to be holder of any executive office for such period and on such terms and with or without such title or titles (including but not limited to chairman, vice or deputy chairman, managing director, chief executive, and joint, deputy or assistant managing director or chief executive) as they think fit. A director holding any such office (whether appointed as aforesaid or otherwise) shall (subject to the terms of any contract between him and the Company) be subject to the same provisions as to resignation and removal as the directors of the Company and if he shall vacate the office of director or (subject as aforesaid) if the directors resolve that his term of office as holder of such executive office as aforesaid be determined, his appointment as such shall ipso facto determine.
19. A director appointed to any such office shall receive such remuneration (whether by way of salary, commission, participation in profits, provision for retirement or insurance benefit, or partly in one way and partly in another, or otherwise) as the directors determine.
20. The directors may entrust to and confer upon any director appointed to any such office any of the powers exercisable by them as directors, other than the power to make calls or forfeit shares, upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

### Indemnity

21. To the extent not avoided by the provisions of the Companies Act 1985, every director or other officer and auditor of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses, losses and liabilities which he may sustain or incur in or about the execution of his office or otherwise in relation thereto and, in particular but without prejudice to the generality of the foregoing, shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Companies Act 1985 in which relief is granted to him by the Court.

### Notices

22. The following regulations of Table A shall apply as amended by this Article:-
- (a) the third sentence of regulation 88 shall be deemed deleted;
  - (b) the 1st sentence of regulation 112 shall be deemed deleted;  
and
  - (c) in regulation 116 there shall be deemed deleted the words  
"within the United Kingdom".

MJ/4165C14

WE, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

---

Names and Addresses of Subscribers	Number of Shares taken by each Subscriber
------------------------------------	---

---

Michele Jung  
For and on behalf of  
Gray's Inn Nominees Limited  
Five Chancery Lane  
London EC4A 1BU

*MJg*

One

Michele Jung  
For and on behalf of  
DH&B Nominees Limited  
Five Chancery Lane  
London EC4A 1BU

*MJg*

One

Total shares taken

Two

---

Dated: 11th August 1993

Witness to the above signatures:

Judith Wilson  
Five Chancery Lane  
London EC4A 1BU

*Judith M. Wilson*

MJ/4165C7

FILE COPY



**CERTIFICATE OF INCORPORATION  
OF A PUBLIC LIMITED COMPANY**

No. 2849288

I hereby certify that

GLOBAL – MSI PUBLIC LIMITED COMPANY

is this day incorporated under the Companies Act 1985  
as a public company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the 31 AUGUST 1993

  
M.LEWIS

an authorised officer

**G****COMPANIES FORM No. 123****Notice of increase  
in nominal capital****123**

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company Number

--	--	--

2849288

Name of Company

GLOBAL - MSI PUBLIC LIMITED COMPANY

gives notice in accordance with section 123 of the above Act that by  
resolution of the company dated 8th September, 1993 the nominal capital  
of the company has been increased by £ 50000.00 beyond the registered  
capital of £ 50000.00

A copy of the resolution authorising the increase is attached.

The conditions (eg. voting rights, dividend rights, winding-up rights etc.)

subject to which the new shares have been or are to be issued are as follow:

The new ORDINARY shares shall rank pari passu with  
the existing ORDINARY shares in the Capital of the  
Company.

FOR AND ON BEHALF OF  
Gray's Inn Secretaries Limited

Please tick here if  
continued overleaf☐

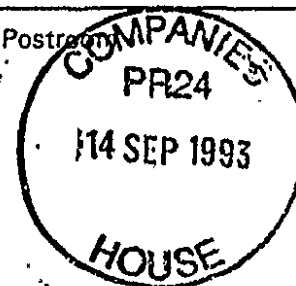
Signed M. J. Gray DIRECTOR'S signature Date 9.9.93  
AUTHORISED SIGNATORY SECRETARY

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

DENTON HALL  
FIVE CHANCERY LANE,  
CLIFFORD'S INN,  
LONDON,  
EC4A 1BU  
MJ X6800

For official use  
General section

Postroom

C  
O  
S  
E  
C

Company No: 2849288

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

- of -

GLOBAL - MSI PLC

Dated 9th September 1993

WE, the undermentioned, being all the members of the above Company for the time being entitled to attend and vote at general meetings of the Company HEREBY RESOLVE that the following resolutions be adopted as Resolutions of the Company:

ORDINARY RESOLUTIONS

1. "That the authorised share capital of the Company be increased to £100,000 by the creation of a further £50,000 Ordinary Shares of £1.00 each."
2. "That the Directors be and are hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 to exercise for a period of five years from the date of the passing of this Resolution all the powers of the Company to allot relevant securities up to the aggregate nominal amount of £99,998 and to make offers or agreements of the kind referred to in sub-section (7) of the said Section 80 and for the purposes of this Resolution words and expressions defined in or for the purposes of the said Section 80 shall bear the same meaning herein".

.....  
For and on behalf of  
DH&B Nominees Limited

.....  
For and on behalf of  
Gray's Inn Nominees Limited



MJ/DEM/4800C1

**Application by a public company for  
certificate to commence business and  
statutory declaration in support**Please do not  
write in  
this margin

Pursuant to section 117 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

2849288

\*Insert full name  
of company

Name of company

GLOBAL-MSI plc

I applies for a certificate that it is entitled to do business and exercise borrowing powers.

For that purpose I, IAN LAYTON DONALD

of 10 WYNDHAM STREET LONDON W1H 1DB

†Delete as  
appropriate

[The Secretary][A Director]† of the above company,

do solemnly and sincerely declare that;

1 the nominal value of the company's allotted share capital is not  
less than the authorised minimum2 the amount paid up on the allotted share capital of the  
company at the time of this application is

£100,000

3 the [estimated]† amount of the preliminary expenses  
of the company is

£600.00

I and ~~has been paid~~ [is payable]† by§ Insert name of  
person(s) by whom  
expenses paid  
or payable§ PORTMAN INTERNATIONAL SECURITIES LIMITED and  
MS INTERNATIONAL plcPromotor's name address and  
reference (if any): DEMDenton Hall  
5 Chancery Lane  
Clifford's Inn  
London EC4A 1BU

For official use

General



Post room

[4a. no amount or benefit has been paid or given or is intended to be paid or given to any of the promoters of the company]\*

Please do not write in this margin

4b. the amount or benefit paid or given or intended to be paid or given to any promoter of the company is:\*

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

Promoter No. 1;

The amount paid or intended to be paid to him £

Any benefit given or intended to be given to him

The consideration for such payment or benefit

\*Delete as appropriate

Promoter No. 2;

The amount paid or intended to be paid to him £

Any benefit given or intended to be given to him

The consideration for such payment or benefit

Promoter No. 3;

The amount paid or intended to be paid to him £

Any benefit given or intended to be given to him

The consideration for such payment or benefit

Promoter No. 4;

The amount paid or intended to be paid to him £

Any benefit given or intended to be given to him

The consideration for such payment or benefit

Note  
Please continue on a separate sheet if necessary

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at

37 Cranford Street  
London W1  
the 14th day of October  
one thousand nine hundred and ninety four  
before me

Declarant to sign below



A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.

MOSS BEACHLEY & MULLEN  
SOLICITORS  
37 CRAWFORD STREET  
LONDON W1H 1HA

**FILE COPY**



**CERTIFICATE THAT A PUBLIC COMPANY  
IS ENTITLED TO DO BUSINESS AND BORROW**

Company No. 2849288

I hereby certify that the provisions of section 117(1) of the Companies Act 1985 have been complied with in relation to

GLOBAL - MSI PUBLIC LIMITED COMPANY

and that the company is entitled to do business and borrow.

Given at Companies House, Cardiff, the 4th October 1993

A handwritten signature in black ink, appearing to read 'M B May'.

**M. B. MAY (MRS.)**

For The Registrar Of Companies



**C O M P A N I E S H O U S E**

# G

## COMPANIES FORM No. 224

### Notice of accounting reference date (to be delivered within 9 months of) incorporation

# 224

Please do not  
write in this  
margin

Pursuant to section 224 of the Companies Act 1985  
as inserted by section 3 of the Companies Act 1989

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

To the Registrar of Companies

Company Number

2849288

Name of Company

GLOBAL - MSI PUBLIC LIMITED COMPANY

• insert full name  
of company

gives notice that the date on which the company's accounting reference period  
is to be treated as coming to an end in each successive year is as shown below:

Important  
The accounting  
reference date to be  
entered alongside  
should be completed as  
in the following  
examples:

5 April

Day Month

05 04

30 June

Day Month

30 06

31 December

Day Month

31 12

Day Month

30 04

FOR AND ON BEHALF OF  
Gray's Inn Secretaries Limited

± Insert

Director,  
Secretary,  
Receiver,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

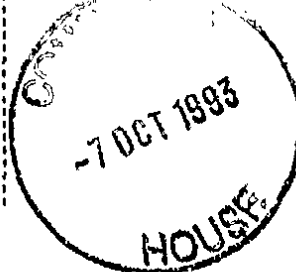
Signed..... *[Signature]* ..... DIRECTOR/  
AUTHORISED SIGNATORY signatory # *secretary* Date 4.10.93

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

DENTON HALL  
FIVE CHANCERY LANE,  
CLIFFORD'S INN,  
LONDON,  
EC4A 1BU  
MJ X6800

For official use  
D.E.B.

Post room



C  
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S  
E  
C

No. 2849238

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

GLOBAL-MSI plc

Passed on the 4<sup>th</sup> day of ~~September~~ <sup>October</sup> 1993

At an Extraordinary General Meeting of the above-named Company, duly convened and held on the 4<sup>th</sup> day of ~~September~~ <sup>October</sup> 1993, the following Resolution was duly passed as Ordinary and Special Resolutions, as designated:

Ordinary Resolution

THAT, in accordance with Section 320 of the Companies Act 1985, the business transfer agreement to be made today between (1) the Company (2) Global Canopies Limited and (3) Portman International Securities Limited relating to the transfer of the business and certain of the assets of Global Canopies Limited to the Company (a copy of the final draft of which is produced to the Meeting and initialled by the Chairman for the purposes of identification) be and is hereby approved and the Directors of the Company be and they are hereby authorised to execute the same for and on behalf of the Company.

Special Resolution

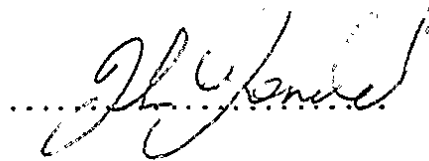
THAT:

- (A) The existing share capital of the company of £50,000 divided into 50,000 Ordinary Shares of £1.00 each be re-classified as £50,000 dividend into 25,000 "A" Ordinary Shares of £1.00 each and 25,000 "B" Ordinary Shares of £1.00 each, with the 1 Ordinary Share held by Portman International Securities Limited being reclassified as an "A" Ordinary Share and the other issued Ordinary Share, held by MS International plc being reclassified as a "B" Ordinary Share.
- (B) The authorised share capital of the Company be and is hereby increased to £100,000 by the creation of 25,000 new "A" Ordinary Shares of £1 each and 25,000 new "B" Ordinary Shares of £1 each, all of such shares ranking pari passu in all respects and having the rights and being subject to the restrictions contained in the Articles of Association adopted by the Company pursuant to paragraph (D) of this resolution.
- (C) In substitution for all existing authorities the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 ("the Act") to exercise all powers of the Company to allot relevant securities (within the meaning of Section 80(2) of the Act) up to a maximum aggregate nominal amount of £100,000 provided that this

HJS/th(3410E/16)

authority shall expire on the date being the fifth anniversary of the date of the passing of this resolution and provided further that the Directors may before such expiry make any offer or agreement or other arrangement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuant of such offer or agreement or other arrangement as if the authority hereby conferred had not expired.

- (D) The regulations contained in the document produced to the meeting and initialled by the Chairman for the purposes of identification be adopted by the Company as its Articles of Association in substitution for and in place of the existing Articles of Association.

A handwritten signature in dark ink, appearing to read 'J. C. Jones', is written over a horizontal dotted line.

Chairman

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

GLOBAL-MSI plc

(Adopted by Special Resolution passed on the  
day of September 1993)

PRELIMINARY

- 1.1 In these Articles "the Act" means the Companies Acts 1985 to 1989 (as amended or re-enacted at the date hereof) and "Table A" means Table A as prescribed in the Companies (Tables A to F) Regulations 1985 (as amended at the date hereof).
- 1.2 The regulations contained in Table A, save as excluded or varied by or inconsistent with these Articles shall apply to the Company and together with these Articles shall constitute the regulations of the Company.

INTERPRETATION

2. In these Articles the following words and expressions shall have the following meanings:

"Associate": means in relation to a corporate body a subsidiary or holding company thereof or another subsidiary of any holding company thereof (and "subsidiary" and "holding company" shall have the meanings set out in Section 736 of the Act);

"the Auditors": the auditors for the time being of the Company.

"the Board": shall, save where otherwise expressly provided, mean either the Shareholder Board or the Management Board, in either case, present at a duly convened meeting of the appropriate Directors, at which a quorum is present;

"the "A" Management Board Directors": the directors appointed pursuant to Article 13.1(a)(ii);

"the "A" Shareholder Board Directors": the directors appointed pursuant to Article 13.1(a)(i);

"the "B" Management Board Directors": the directors appointed pursuant to Article 13.1(b)(ii);

"the "B" Shareholder Board Directors": the directors appointed pursuant to Article 13.1(b)(i);

"Directors": where used:

- (a) in relation to the Shareholder Board, shall mean the Shareholder Board Directors (and "Director" shall mean any one such director); and
- (b) in relation to the Management Board, shall mean the Management Board Directors (and "Director" shall mean any one such director);

or where used otherwise and unless expressly provided to the contrary, shall mean either the Shareholder Board Directors or the Management Board Directors, and "Director" shall mean any one such director;

"the Management Board": the Board comprising the "A" Management Board Directors and the "B" Management Board Directors, present at a duly convened meeting of such Directors, at which a quorum is present; and

"the Shareholder Board": the Board comprising the "A" Shareholder Board Directors and the "B" Shareholder Board Directors, present at a duly convened meeting of such Directors, at which a quorum is present.

#### SHARE CAPITAL AND SHARES

- 3. The authorised share capital of the Company at the date of adoption of these Articles is £100,000 divided into 50,000 A Ordinary Shares of £1 each and 50,000 B Ordinary Shares of £1 each.
- 4.1 The Company may from time to time by Special Resolution increase its share capital by such sum, to be divided into Shares of such amount, as the Resolution shall prescribe. Such new Shares and any existing unissued Shares shall only be issued if the prior consent in writing of all the Members has been obtained. The application of Section 89(1) of the Act is hereby excluded. Regulation 2 of Table A shall not apply to the Company and Regulation 32 of Table A shall be modified accordingly.
- 4.2 Any capital raised by the creation of new Shares shall be considered as part of the original share capital of the Company and shall be subject to the same provisions with respect to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the aforementioned original share capital.

5. Subject to and in accordance with the provisions of the Act and otherwise on such terms as the Company may by Special Resolution determine:
- (a) any Share in the capital of the Company may be issued on terms that it is to be, or at the option of the Company or the holder thereof is liable to be, redeemed;
  - (b) the Company may purchase any of its own Shares (including any redeemable Shares); and
  - (c) the Company may make a payment in respect of the redemption or purchase of any of its own Shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of Shares;

and the Directors shall be empowered respectively to redeem or purchase any such Shares on such terms as the Company may by Special Resolution determine.

6. The Company shall have a first and paramount lien on every Share (whether or not it is a fully paid Share) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that Share and the Company shall also have a first and paramount lien on all Shares (whether or not they are fully paid Shares) standing registered in the name of any person indebted or under liability to the Company for all monies presently payable by him or his estate to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders; but the Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a Share shall extend to all dividends payable thereon. Regulation 8 of Table A shall not apply to the Company.

#### TRANSFER OF SHARES

7. The Directors shall decline to register any transfer or other disposal of any Share, whether or not it is a fully paid Share, other than any transfer or other disposal made with the prior consent in writing of all other members. Regulation 24 of Table A shall not apply to the Company.
8. The instrument of transfer of a Share shall be signed by or on behalf of the transferor and the transferor shall be deemed to remain the holder of the Share until the name of the transferee is entered in the register of Members of the Company in respect thereof; provided that in the case of a partly paid Share the instrument of transfer must also be signed by the transferee. Regulation 23 of Table A shall not apply to the Company.

#### GENERAL MEETINGS

9. The following words shall be substituted for the first sentence of Regulation 37 of Table A:

"Subject as provided in the Act the Directors may whenever they think fit convene a General Meeting and General Meetings may also be convened on such requisition, or, in default, may be convened by such requisitionists as provided by the Act".

- 10.1 No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business. The quorum for any General Meeting shall be one Member present in person or, being a corporation, by duly authorised representatives or by proxy and entitled to vote in respect of each class of issued Share capital of the Company carrying the right to vote at such Meeting.
- 10.2 If within half an hour after the time arranged for the Meeting to be held a quorum is not present the Meeting shall be adjourned to a date seven (7) days later (or if that is not a business day, to the next following business day) and shall unless a quorum of the Members agree otherwise re-convene at the same time and place on that later day and the quorum for such a re-convened Meeting shall be one Member present in person or by proxy. At least 5 days notice in writing of such adjourned meeting shall be given to each Member. Regulations 40, 41, 42 and 43 of Table A shall not apply to the Company.
11. A poll may be demanded by the Chairman or by any Member present in person or being a corporation, by a duly authorised representative by proxy and Regulation 46 of Table A shall be modified accordingly. Regulation 54 of Table A shall be amended by the addition of the words "or by proxy" after the words "in person".
12. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting shall not have a casting vote. Regulation 50 of Table A shall not apply to the Company.

#### DIRECTORS

- 13.1 Unless and until otherwise from time to time determined by a Special Resolution of the Company, there shall be not more than ten Directors; not more than six Shareholder Board Directors and not more than six Management Board Directors, to be appointed as follows:
- (a) the holder or holders of a majority of the "A" Shares (and in the case of an equality of holdings the holder first named in the register of Members of the Company) shall be entitled to appoint:
- (i) up to three Directors to the Shareholder Board, who shall be known as "A Shareholder Board Directors"; and
- (ii) up to three Directors to the Management Board, who shall be known as "A Management Board Directors";
- (and who together shall be referred to as "the A Directors" or severally an "A Director")

- (b) the holder or holders of a majority of the "B" Shares (and in the case of an equality of holdings the holder first named in the register of Members of the Company) shall be entitled to appoint:
- (i) up to three Directors to the Shareholder Board, who shall be known as "B Shareholder Board Directors"; and
  - (ii) up to three Directors to the Management Board, who shall be known as "B Management Board Directors";
- (and who together shall be referred to as "the B Directors" or severally a "B Director")

Shareholder Board Directors may, if so appointed, hold office as Management Board Directors and vice versa.

- 13.2 All appointments, replacements and removals of Directors under this Article shall be effected by notice in writing signed by the persons so appointing, removing or replacing a Director and produced to a meeting of the Board or left with or sent to the Secretary and the Finance Director of the Company from time to time. In the case of a body corporate which is a Member such notice shall be signed by a Director of the body corporate duly authorised in that behalf.
14. The words "approved by resolution of the directors" shall be deleted from Regulation 65 of Table A.
15. Save for delegation by the Shareholder Board to the Management Board, (and save as otherwise expressly permitted by the Shareholder Board) the Directors may not delegate powers to any Committee and Regulation 72 of Table A shall not apply to the Company.
16. Regulations 73 to 80 (inclusive) of Table A shall not apply to the Company and Directors shall not be liable to retirement by rotation.
17. No Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of 70 or any other age and any Director or any person may be re-appointed or appointed, as the case may be, as a Director notwithstanding that he had then attained the age of 70, and no special notice need be given of any resolution for the re-appointment or appointment or approval of the appointment of a Director at any age and it shall not be necessary to give the Members of the Company notice of the age of any Director or person proposed to be so re-appointed or appointed.
18. The office of Director shall be vacated if the Director:
- (a) becomes bankrupt or insolvent or makes any arrangement or composition with his creditors generally; or
  - (b) becomes prohibited from being a Director by reason of any order made under the Company Directors Disqualification Act 1986; or

- (c) becomes a patient within the meaning of the Mental Health Act 1983 (or any modification or re-enactment thereof) and the remaining Directors direct by notice in writing to the Company that such office should be vacated; or
- (d) resigns his office by notice in writing to the Company; or
- (e) is sentenced to a term of imprisonment (whether or not suspended) and the remaining Directors elect by notice in writing to the Company that such office should be vacated.

Regulation 81 of Table A shall not apply to the Company.

- 19. Any Director who by request of the Board performs special services or goes or resides abroad for any purposes of the Company may receive such extra remuneration by way of salary, commission, percentage of profits or otherwise as the Directors may determine.

#### PROCEEDINGS OF DIRECTORS

- 20. Any Director for the time being absent from the United Kingdom may supply to the Company an address telex or facsimile transmission number whether or not within the United Kingdom to which notices of meetings of the Directors may be sent and shall then be entitled to receive at such address or number notice of such meetings.  
Regulation 88 of Table A shall be modified accordingly.
- 21.1 The Management Board shall be responsible for all matters not expressly reserved by the Shareholder Board. The matters reserved to the Shareholder Board may only be varied, waived or extended, in any way by the agreement in writing of all Members.
- 21.2 Each of the Boards may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. A meeting of either of the Boards may be validly held notwithstanding that all of the relevant Directors are not present at the same place and at the same time provided that:
  - (a) a quorum of the relevant Directors at the time of the meeting are in direct communication with each other whether by way of telephone, audio-visual link or other form of telecommunication; and
  - (b) a quorum of the relevant Directors entitled to attend a meeting of the Directors agree to the holding of the meeting in the manner described herein.
- 21.3 At any meeting of either of the Boards:
  - (a) the A Director present or (if more than one is present) a majority of the A Directors present shall be entitled to exercise that number of votes as is capable of being cast in respect of the then outstanding A Shares at general meeting; and

- (b) the B Director present or (if more than one is present) a majority of the B Directors present shall be entitled to exercise that number of votes as is capable of being cast in respect of the then outstanding B Shares at general meeting

on each issue put to the vote. All matters arising at any Board meeting shall unless otherwise determined by an agreement in writing binding on all the Members for the time being, be determined by a majority of votes of the relevant Directors.

22. The quorum necessary for the transaction of business of either of the Boards shall be one A Director and one B Director, PROVIDED that the Members for the time being shall be entitled by express agreement in writing to vary the quorum requirements in relation to the transaction of specific business or of a certain class of business. If within half an hour after the time arranged for the Meeting to be held, a quorum is not present the Meeting shall be adjourned, by a majority of the Directors then present, to a date 7 days later (or if that is not a business day, to the next following business day) and at such adjourned meeting the Directors then present shall be the quorum. At least 5 days notice in writing of such adjourned meeting shall be given to each Director. Regulations 40 and 41 of Table A shall not apply to the Company.

#### DIRECTORS' INTERESTS

23. A Director may vote in regard to any contract or arrangement in which he (or the Director for whom he is alternate director) or the member by whom he was appointed is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be reckoned in ascertaining whether there is present a quorum at any meeting at which any such contract or arrangement is considered. A Director may act by himself or his firm in any professional capacity for the Company and he or his firm may be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director or his firm to act as auditor to the Company. Regulations 94 to 98 (inclusive) of Table A shall not apply to the Company.

#### NOTICES

- 24.1 Notice of every General Meeting of the Company shall be given by letter telex or facsimile transmission and shall be given to every Member of the Company, subject in the case of members whose registered addresses are outside the United Kingdom to their having given the Company an address telex or facsimile number accordingly. Regulation 112 of Table A shall be modified accordingly.
- 24.2 There shall be substituted for the last sentence of Regulation 115 of Table A, the words "A notice shall be deemed to be given, if posted by pre-paid first-class mail, 48 hours after the envelope containing the same is posted, if posted by any other class of pre-paid mail, at the expiration of 72 hours from such time and if sent by telex or facsimile transmission, when despatched."

#### WINDING UP

25. If the Company shall be wound up, the Liquidator may, with the sanction of an Extraordinary Resolution and any other sanction required by the Act, divide among the Members in specie or in kind the whole or any part of the assets of the Company and any such division may be otherwise than in accordance with the existing rights of the Members, but so that if any division is resolved on otherwise than in accordance with such rights the Members shall have the same right of dissent and consequential rights as if such resolution were a Special Resolution passed pursuant to Section 110 of the Insolvency Act 1986. A Special Resolution sanctioning a transfer or sale to another Company duly passed pursuant to the said section may in like manner authorise the distribution of any Shares or other consideration receivable by the Liquidator among the Members otherwise than in accordance with their existing rights, and any such determination shall be binding upon all the Members, subject to the right of dissent and consequential rights conferred by the said Section.

#### INDEMNITY INSURANCE

26. Without prejudice to the provisions of Regulation 118 of Table A the Directors shall have power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, or employees or auditors of the Company, or of any other company which is its holding company or parent undertaking or in which the Company or such holding company or parent undertaking or any of the predecessors of the Company or of such holding company or parent undertaking has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company, subsidiary undertaking or pension fund. For the purposes of this Regulation "holding company" "parent undertaking" and "subsidiary undertaking" shall have the same meanings as in the Act.



COMPANIES FORM No. 123

**Notice of increase  
in nominal capital**

**123**

Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[ ] [ ] [ ] [ ]  
[ ] [ ] [ ] [ ]

2849288

Name of company

\*Insert full name  
of company

\* GLOBAL-MSI PUBLIC LIMITED COMPANY

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 4th October 1993 the nominal capital of the company has been  
increased by £ 50,000 beyond the registered capital of £ 50,000.

†The copy must be  
printed or in some  
other form approved  
by the registrar

A copy of the resolution authorising the increase is attached.†

The conditions (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follows:

As set out in the Articles of Association adopted on 4th October 1993.

Please tick here if  
continued overleaf

☐

Insert Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or Receiver  
(Scotland) as  
appropriate

Signed

*Mhandirwa*

Designation Secretary

Date 22/11/93

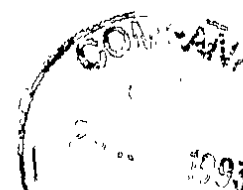
Presentor's name, address and  
reference (if any): MJ

DENTON HALL  
FIVE CHANCERY LANE  
CLIFFORD'S INN  
LONDON  
EC4A 1BU

For official use

General section

Post room



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