

The Companies Act 1985 - 1989

**PUBLIC COMPANY LIMITED BY
SHARES**

MEMORANDUM OF ASSOCIATION

OF

SERVOCA PLC

Memery Crystal LLP
44 Southampton Buildings
London
WC2A 1AP
Tel: 020 7242 5905
Fax: 020 7242 2058
Ref: SXS/1326231v1

1. The Company's name is **SERVOCA PLC**¹.
2. The Company's registered office is to be situate in England.
3. The Company's objects are:
 - (a) to carry on all or any of the following businesses, namely: general merchants and traders, cash and credit traders, manufacturers' agents and representatives, insurance brokers and consultants, estate and advertising agents, mortgage brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and agents, commission agents, importers and exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors, repairers, maintainers, renovators and shippers of, and dealers in all products, goods, wares, merchandise and produce of every description; to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises; to carry on all or any of the businesses of marketing and business consultants, advertising agents and contractors, general storekeepers, warehousemen, discount traders, mail order specialists, railway, shipping and forwarding agents, shippers, traders, capitalists and financiers either on the Company's own account or otherwise, builders and contractors, printers and publishers, haulage and transport contractors, garage proprietors, repairers, maintainers, renovators, operators, hirers, and letter on hire of, and dealers in motor and other vehicles, craft, plant, machinery, tools and equipment of all kinds; and to purchase or otherwise acquire and take over any businesses or undertakings which may be deemed expedient, or to become interested in, and to carry on or dispose of, remove or put an end to the same or otherwise deal with any such businesses or undertakings as may be thought desirable.
 - (b) To carry on any other business which in the opinion of the Directors of the

¹ The name of the Company was changed from "Multi Group Plc" by special resolution on 7 June 2007.

Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any property of the Company or to further any of its objects.

- (c) To manufacture, buy, sell, and generally deal in any plant, machinery, tools, goods or things of any description, which in the opinion of the Company may be conveniently dealt with by the Company in connection with any of its objects.
- (d) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.
- (e) To purchase, take on lease, exchange, hire or otherwise acquire and hold for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business.
- (f) To apply for, purchase or otherwise acquire any designs, trade marks, patents, licences, concessions and the like, conferring an exclusive or non-exclusive or limited right of user, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop and grant licences in respect of, or otherwise turn to account any rights and information so acquired.
- (g) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks or securities of any other company.
- (h) To purchase or otherwise acquire all or any part of the business, property and liabilities of:
 - (i) any company carrying on any business within the objects of the Company; or

- (ii) any person or firm carrying on any business within the said objects, and to conduct and carry on, or liquidate and wind up, any such business.
- (i) To pay for any property or rights acquired by the Company, either In cash or shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (j) To accept payment for any property or rights sold or otherwise disposed of or dealt with or for any services rendered by the Company, either in cash, by instalments or otherwise, or in shares of any company with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage or by debentures or debenture stock of any company, or partly in one mode and partly in another, and generally on such terms as the Company may determine and to hold, deal with or dispose of any consideration so received.
- (k) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, notes, debentures, debenture stock, bonds, stocks and securities of any company at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.
- (l) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of notes, debentures or debenture stock (whether perpetual or not) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital.
- (m) To guarantee, support or secure and to stand or give guarantees or indemnities for the performance of all or any of the obligations of any person, firm or company whether by personal covenant or by mortgage, charge or lien upon the whole or any part of the undertaking, property and

assets of the Company, both present and future, including its uncalled capital, or by both such methods; and in particular, but without limiting the generality of the foregoing, to guarantee, support or secure and to stand surety or give guarantees or indemnities for whether by personal covenant or by any mortgage, charge or lien or by both such methods the performance of all or any of the obligations (including the repayment or payment of the principal and premium of and interest on any securities) of any company which is for the time being the Company's holding company (as defined by Section 736 of the Companies Act 1985) or another subsidiary (as defined by the said Section) of any such holding company.

- (n) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities (including land of any tenure in any part of the world) and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities.
- (o) To lend money or give credit to such persons, firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from any person, firm or company.
- (p) To enter into any arrangement with any government or other authority, international, supreme, municipal, local or otherwise, and to obtain from any such government or authority any rights, concessions and privileges which the Company may consider conducive to the Company's objects or any of them.
- (q) To take all necessary and proper steps in Parliament or with any government or authority, international, supreme, municipal, local or otherwise for the purpose of carrying out, extending or varying the objects and powers of the Company, or altering its constitution, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (r) To enter into partnership or into any arrangements for joint working in business or for sharing profits or to amalgamate with any person, firm or

company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

- (s) To grant pensions, allowances, gratuities and bonuses to the officers, exofficers (including Directors and ex-Directors), employees or ex-employees of the Company or of any subsidiary, allied or associated company or of the predecessors in business of all or any of the» or the families, dependants or connections of such persons, and to make payments towards insurance and to establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit such persons.
- (t) To subscribe or guarantee money for charitable, benevolent or political objects or for any exhibition or for any useful object of a public or general nature.
- (u) To undertake and execute any trusts the undertaking whereof may seem desirable, and either gratuitously or otherwise.
- (v) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient.
- (w) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (x) To remunerate in such manner as may be thought expedient any person, firm or company rendering services to the Company or in or about its formation or promotion.
- (y) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of trading, scrip, warrants and other transferable or negotiable instruments.

- (z) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Companies Act 1985 (if and so far as such provisions shall be applicable) to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152 (1)(a) of the said Act) for any such purpose as is specified in Section 151 (1) and/or Section 151 (2) of the said Act.
- (aa) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.
- (bb) To procure the Company to be registered in any country or place outside Great Britain.
- (cc) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees, or otherwise and either by or through agents, sub-contractors, trustees or otherwise.
- (dd) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.
- (ee) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company, or which the Company shall consider to be in the nature of preliminary expenses including therein the cost of advertising, commissions for underwriting, brokerage, printing and stationery, and the legal and other expenses of the promoters.

It is hereby declared that where the context so admits the word "**company**" in this clause 3 shall be deemed to include any partnership or other body of persons whether or not incorporated and whether domiciled in the United Kingdom or elsewhere and, if incorporated, whether or not a company within the meaning of the Companies Act 1985 and that the objects specified in each of the sub-clauses of this clause shall be given the widest interpretation and shall be regarded as independent objects and accordingly shall not in any way be limited or restricted

(except where otherwise expressed therein) by reference to or inference from the object or objects set forth in, or the terms of, any other sub-clause 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 defined the objects of a separate and distinct company.

4. The liability of the Members is limited.
5. The Company's share capital is £27,400,000² divided into 200,000,000 ordinary shares of 10 pence each and 7,400,000 preference shares of £1.00 each.
6. The shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time determine. Subject to the provisions of Section 127 of the Companies Act 1985, the rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association.

² The authorised share capital of the Company was increased by ordinary resolution dated 3 June 2008, from £13,400,000 to £27,400,000 by the creation of 140,000,000 ordinary shares of £0.10 each.

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 names.

Name and addresses of Subscribers	Number of Shares taken by each Subscriber
ROBERT HARRY STREET Brook House 70 Spring Gardens Manchester M2 2BQ Solicitor	1
TERENCE FLANAGAN Brook House 70 Spring Gardens Manchester M2 2BQ Solicitor	1
Total Shares Taken	2

DATED the 19th day of August 1991.

Witness to the above signatures:

THOMAS MALCOLM BURTON

Brook House

70 Spring Gardens

Manchester M2 2BQ

Solicitor