

No: 3690966

THE COMPANIES ACT 1985

PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

HARTEST HOLDINGS PLC

1. The name of the Company is HARTEST HOLDINGS PLC¹.
2. The Company is a public company.
3. The registered office of the Company will be situate in England.
4. The objects for which the Company is established are:-
 - 4.1 To carry on all or any of the businesses and undertakings of general manufacturers and suppliers of or dealers in or investors in goods, products, assets (whether tangible or intangible, real or personal) and services of every kind, merchants and traders, financiers, bankers, brokers and agents, importers and exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors, storers and transporters of, and dealers in all goods, products, assets and services as aforesaid; to undertake or otherwise become interested in activities, operations and enterprises of every kind in all fields including (but not limited to) commercial; industrial, technological, professional, administrative, leisure, social, transport, educational, health services, trading, investments, real estate, marine, aero-space, financial, advisory, exploration, agricultural and animal-related.
 - 4.2 To become and remain a member of a group of companies, whether as a holding company or a subsidiary or both, and where thought fit, to be or become a member of another group, or to cease to be a member of a group at all, or of a particular group; and to be associated with companies not necessarily in a group particular group; and to be associated with companies not necessarily in a group but associated through one or more common interests, shareholders, creditors, debtors, customers, suppliers, investors, partners or

¹ On 29 May 1999, pursuant to a Written Resolution dated 18 May 1999, the name of the Company was changed from WB Co (1187) Ltd to Hartest Group Limited.

On 21 June 1999, pursuant to a Written Resolution dated 21 June 1999, the name of the Company was changed to Hartest Holdings Limited.

On 30 June 1999, pursuant to a Written Resolution dated 30 June 1999, the Company was re-registered as Hartest Holdings PLC.

otherwise howsoever; and, in such group or in relation to any such one or more associated companies and for, in the opinion of the Directors, the benefit of the company or any of them, alone or jointly and/or severally with others, to give, lend, borrow, share, receive and/or return (or contingently or otherwise, to expect so to do) services, sources, direction and management, investment, capital (whether in shares, loans or otherwise howsoever), assets and liabilities of all kinds, and finance generally, including at any particular time and from time to time the giving or the accepting of, or of (in either such case) the benefit or burden of, loans, guarantees, personal covenants, indemnities, counter-indemnities, contributions, security, payments, obligations, in every such case of whatever extent and nature, and whether or not for any consideration or benefit, immediate, postponed, apparent, contingent or otherwise howsoever or for no consideration.

- 4.3 To carry on any other trade or business whatever which can in the opinion of the Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.
- 4.4 To purchase, take on lease, or in exchange, or otherwise acquire, hold, occupy, use, exploit, let out, manage, and develop and deal in any land, buildings, easements, rights, privileges, concessions, machinery, plant, stock-in-trade and any heritable or movable or real or personal property of any kind for any estate or interest therein in any part of the world.
- 4.5 To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- 4.6 To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or , securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- 4.7 To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- 4.8 To invest and deal with any of the moneys of the Company not immediately required for its operations in such manner with or without security as may from time to time be determined by the Company and to hold or otherwise deal with any investments made.
- 4.9 To borrow and accept on loan or deposit and raise money in any manner including, but not limited to, the issue (whether at par or at a premium or discount and for such consideration

as the Company may think fit) of bonds, debentures or debenture stock (payable to bearer or otherwise), mortgages or charges, perpetual or otherwise, and if the Company thinks fit, charged upon all or, any of the property of the Company (both present and future) and undertaking, including its uncalled capital for the time being, and further if thought fit, convertible into any stock or shares of the Company or any other company, and collaterally or further to secure any obligations of the Company by a trust deed or other assurance.

- 4.10 To enter into carry on and participate in financial transactions and operations of all kinds and to take any steps which may be considered expedient for carrying into effect such transactions and operations including, without prejudice to the generality of the foregoing, borrowing and lending money and entering into contracts and arrangements of all kinds.
- 4.11 To invest in, control, manage, finance (whether by loans, guarantees, the provision of security, share capital or otherwise howsoever), subsidise, subvent, co-ordinate or otherwise assist any company in which the Company has (or which in the opinion of the Directors, may, contingently or otherwise, have) a direct or indirect financial interest, or with which it has or may have a common interest, or which has such an interest in the Company whether an Associated Company (as defined in this Clause) or not, and whether or not as creditor, debtor, customer, supplier, shareholder, investor, partner or otherwise howsoever, and to provide on such terms as may be thought fit, secretarial, administrative, technical, financial, commercial and other services, facilities and arrangements of all kinds for any such company whatever and wherever may be their objects, business, undertaking, activities or purpose.
- 4.12 To lend and advance money or give credit, accommodation or facilities (whether in money or in goods or property or otherwise howsoever) on any terms, and, with or without consideration, and with or without security, to any person, firm or company including, but not limited to, an "Associated Company" (by which in this Clause is meant any company which is for the time being a holding company or a subsidiary (both as defined by section 736 of the Act) of the Company or of the ultimate holding company of the Company or is controlled by the same person or persons as (directly or indirectly) control the Company or is otherwise associated with the Company in its business).
- 4.13 To guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or part of the undertaking, property, assets and rights present and future and uncalled capital (for the time being) of the Company or by both such methods or by any other means whatsoever, the liabilities and obligations, of whatever nature and extent, of and the payment of any monies whatsoever (including but not limited to capital, principal, premiums, interest, dividends, costs and expenses on any stocks, shares or securities), by any person, firm or company whatsoever including but not limited to any Associated Company.
- 4.14 To pay for any rights or property acquired by the Company, and to remunerate any person, firm or company rendering services to the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever, and to pay and contract or promise to pay all or any of the preliminary expenses of promotion formation or incorporation of the Company and of any company formed or promoted by the Company and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company or of any company formed or promoted by the Company

- 4.15 To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same; to accept stock or shares in, or the debentures, mortgage debentures or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company.
- 4.16 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- 4.17 To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the constitution of the Company, or for any other purpose which may seem calculated directly or indirectly to promote the interests of the Company.
- 4.18 To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the objects of the Company or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- 4.19 To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
- 4.20 To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- 4.21 To support and subscribe to any charitable, political or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to and generally to provide advantages, facilities and services for, any persons who are or who have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any Associated Company or the predecessors in business of the Company or of any Associated Company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any Associated Company and to lend money to any such employees or to

trustees on their behalf to enable any such purchase schemes to be established or maintained.

- 4.22 Subject to and in accordance with the provisions of sections 155 to 158 (inclusive) of the Statutes (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 Act) for any such purpose as is specified in section 151(1) and/or section 151(2) of the Act.
- 4.23 To distribute among the Members of the Company (whether as dividend or otherwise howsoever) in kind any property of the Company of whatever nature.
- 4.24 To procure the Company to be registered or recognised in any part of the world; to do all or any of the things or matters aforesaid in any part of the world; and to act as principals, agents, trustees, brokers, advisers, contractors or otherwise for any person, firm or company; and to act by or through attorneys, agents, brokers, sub-contractors or otherwise; and either alone or in conjunction with others.
- 4.25 To do all such other things as may be deemed incidental or conducive to the attainment of the objects of the Company or any of them.

AND so that:-

other such sub-clause, and the Company shall have as full a power to pursue each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company.

- 4.25.2 none of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.
- 4.25.3 in this Clause, the word "Company" except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled resident or incorporated in the United Kingdom or elsewhere.
- 4.25.4 in this Clause, the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory replacement modification or re-enactment for the time being in force and words and phrases accorded any meaning in the Statutes shall, unless the context otherwise requires, have herein the same meaning as therein.

5. The liability of the Members is limited.
6. The share capital of the Company is £2,600,000 divided into 13,637,641 ordinary shares of 10p each and 137,359,543 deferred shares of 0.9p each²

² The Company was incorporated on 31 December 1998 with an authorised share capital of £1,000 divided into 1,000 Ordinary Shares off 1.00 each.

I, the person whose name and address is subscribed, am desirous of being formed into a company, in pursuance of this memorandum of association, and I agree to take the number of shares in the capital of the company set opposite my name.

NAME AND ADDRESS OF SUBSCRIBER	NUMBER OF SHARES TAKEN
For and on behalf of BREAMS CORPORATE SERVICES LIMITED 16 Bedford Street Covent Garden London WC2E 9HF	One
For and on behalf of BREAMS REGISTRARS AND NOMINEES LIMITED 16 Bedford Street Covent Garden London WC2E 9HF	One
Total shares taken	<u>Two</u>

Pursuant to a Written Resolution dated 29 June 1999 each of the shares of £1.00 were subdivided into 100 Ordinary Shares of 1p each and the authorised share capital of the Company was increased to £600,000 by the creation of 59,900,000 Ordinary Shares of 1p each.

Pursuant to a Special Resolution dated 14 December 1999 the authorised share capital of the Company was increased to £1,000,000 by the creation of an additional 40,000,000 Ordinary Shares of 1p each.

Pursuant to a Special Resolution dated 3 January 2001 the authorised share capital of the Company was increased to £1,250,000 by the creation of an additional 25,000,000 Ordinary Shares of 1p each.

Pursuant to a Special Resolution dated 14 November 2001 the authorised share capital of the Company was increased to £1,500,000 by the creation of an additional 25,000,000 Ordinary Shares of 1p each.

Pursuant to a Special Resolution dated 16 September 2004 the authorised share capital of the Company was increased to £2,000,000 by the creation of an additional 50,000,000 Ordinary Shares of 1p each.

Pursuant to an Ordinary Resolution dated 15 April 2005 each issued Ordinary Share of 1p each in the capital of the Company was subdivided into one Ordinary Share of 0.1p and one Deferred Share of 0.9p each and all remaining unissued Ordinary Shares of 1p each were each subdivided into ten new Ordinary Shares of 0.1p. Also, pursuant to a Special Resolution dated 15 April 2005 the authorised share capital of the Company was increased to £2,600,000 by the creation of an additional 600,000,000 Ordinary Shares of 0.1p each.

Pursuant to a Board Resolution dated 10 August 2005 each deferred share of 0.9p each in the capital of the Company was purchased by the Company.

Pursuant to an Ordinary Resolution dated 8 August 2007 issued and unissued ordinary share capital of the Company was consolidated such that every 100 ordinary shares of 0.1 pence each nominal value be converted into one ordinary share of 10 pence each nominal value.

DATED 21st December 1998

Witness to the above signatures:-

Nicole Smith
Trainee Solicitor
16 Bedford Street
Covent Garden
London WC2E 9HF