

Company Number  
2285049

THE COMPANIES ACT 1985

A PUBLIC COMPANY LIMITED BY SHARES

**MEMORANDUM OF ASSOCIATION**

**OF**

**TRIAD GROUP PLC**

*(incorporating all amendments to 16th February, 1996)*

11. The name of the Company is "Triad Group Plc".
2. The Company is to be a public limited company.<sup>2</sup>
3. The Registered Office of the Company will be situated in England and Wales.
- 4<sup>3</sup>. The objects for which the Company is established are:
  - (1) To carry on the business of the supply, maintenance and repair of computer equipment of all types; the design of data processing computer systems and writing of computer programs; the provision of computer facilities and services of all types; acting as consultants and advisers in relation to computers, computer software, computer systems and business matters generally; the supply of personnel for the provision of computer services; acting as dealers, repairers, manufacturers or designers of computer or electronic equipment and accessories; the supply of computer accessories and stationery; the provision of computer and computer software installation services.

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<sup>1</sup> The Company was incorporated under the name Alnery No. 776 Limited and changed its name to Triad Special Systems Limited on 2nd December, 1988. It changed its name to Triad Group Limited on 12th February, 1996 and adopted its present name on 16th February, 1996.

<sup>2</sup> This clause was inserted by a special resolution passed on 16th February, 1996.

<sup>3</sup> This clause was altered by a special resolution passed on 22nd December, 1988.

- (2) To acquire and hold any kind of interest in, or provide any form of capital for, any enterprise, concern or person, to carry on business as a holding and investment company, and, generally and in addition, to carry out, or through subsidiaries or otherwise be interested or participate in, all kinds of financial, commercial, transport, industrial, technological and other transactions and activities.
- (3) To acquire, dispose of, deal in and enter into every other kind of transaction in relation to land, buildings, plant, machinery, equipment, vehicles, ships, rigs, aircraft, merchandise, goods and other assets.
- (4) To undertake any manufacturing, processing, assembly or similar business.
- (5) To carry out, commission or co-ordinate any construction or engineering works or projects on land or otherwise.
- (6) To acquire, dispose of, make a market or deal in, issue, borrow, lend and enter into every other kind of transaction in relation to shares, debentures, securities and investments of every kind (including, but without limitation, those issued by the government of any country or territory, any public authority or any international organisation) and to carry out, manage, underwrite or arrange any issue, offering or distribution of any securities or investments of any kind.
- (7) To receive money on deposit or otherwise, to provide or arrange advances or any other form of credit or finance, to enter into or arrange transactions of every kind in relation to foreign exchange, bullion, commodities, futures, options and similar instruments and to engage in all forms of arbitrage.
- (8) To carry on all kinds of insurance business and all kinds of business connected with insurance.
- (9) To act as trustee, personal representative, director or agent of any kind and for any purposes, and to establish, operate or otherwise act in relation to any unit trust, investment trust or collective investment scheme.
- (10) To provide management, administrative, advisory, professional and technical services of any kind and in any manner.
- (11) To undertake any kind of scientific or technical research and development and acquire, develop, register, protect and renew patents, trade-marks, copyrights, designs, inventions, processes and intellectual, technical and similar rights and all forms of know-how.
- (12) To undertake any business or transaction which the directors consider can be profitably or advantageously undertaken in conjunction or concurrently with any other business or transaction being or proposed to be undertaken by the Company, and to turn to account any of the Company's assets in any manner which the directors consider expedient.
- (13) To enter into all forms of distributorship, franchise, licensing and agency transactions.
- (14) To enter into any partnership, joint venture, co-operation and similar transactions, to carry out any form of take-over, acquisition, merger, amalgamation, demerger or reorganisation, to acquire or assume all or any part of the undertaking, assets, liabilities and obligations of any person, and to sell, transfer or otherwise dispose of all or any part of the undertaking,

assets, liabilities and obligations of the Company.

- (15) To borrow or raise money by any method and to obtain any form of credit or finance.
- (16) To secure the payment of any moneys, the discharge of any liabilities and the observance or performance of any kind of obligations by the Company by any mortgage, charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, wherever situate, including its uncalled capital, and, without prejudice to the generality of the preceding words, to enter into any such transaction in relation to any instruments or securities which have been or may be issued by the Company.
- (17) To guarantee in any manner the payment of any moneys, the discharge of any liabilities and the observance or performance of any kind of obligations by any person wherever situate, resident, formed or incorporated, including, but without limitation, any corporation which is a holding company, a subsidiary or a fellow subsidiary of the Company, to enter into any kind of indemnity or other engagement in relation to the foregoing, to secure any such guarantee, indemnity or engagement or the payment, discharge, observance and performance of any such moneys, liabilities and obligations by any mortgage, charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, wherever situate, including its uncalled capital, and, without prejudice to the generality of the preceding words, to enter into any such transaction in relation to any instruments or securities which have been or may be issued by any person.
- (18) To enter into all forms of indemnity in relation to claims, losses and contingencies of every kind and, for that or any similar purpose, to create any mortgage, charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, wherever situate, including its uncalled capital.
- (19) To make, draw, accept, issue, execute, indorse, avalise, negotiate and deal with instruments and securities of every kind, whether or not negotiable or transferable.
- (20) To employ, accept on secondment, retain and appoint managers, employees, professional and technical staff and personnel and advisers of every kind, and to enter into any arrangement for payment or other remuneration (including all forms of benefits) in respect of the services of such persons.
- (21) To provide or arrange for pensions, lump sum payments, gratuities, life, health, accident and other insurances and other benefits (pecuniary or otherwise) of every kind to or for the benefit of any individuals who are or have been directors of, or employed by, or who provide or have provided personal services to or for, the Company or any company which is or has been a subsidiary, holding company or fellow subsidiary of the Company or otherwise connected with the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary or connected company and to or for the benefit of the wives, widows, children and other relatives and dependants of such individuals and other persons who have or formerly had with any such individuals any relationship of such a kind as the directors may approve; and for those purposes to establish or participate in any fund or scheme, to effect or contribute to any form of insurance and to enter into any other arrangements of any kind which the directors may approve.
- (22) To establish, maintain and participate in profit sharing, share holding, share option, incentive or similar schemes for the benefit of any of the directors or employees of the

Company or of any such subsidiary, holding or fellow subsidiary or connected company and of any other person falling within any category approved by the directors, and to lend money to any such directors, employees or persons or to trustees on their behalf to enable any such schemes to be established or maintained.

- (23) To support and subscribe to any charitable or public object whatsoever and to any institution or association which may be for the benefit of the Company or its directors or employees or connected with any town or place where the Company carries on business.
- (24) To distribute among the members of the Company in kind any assets of the Company.
- (25) To pay any expenses connected with the promotion, formation and incorporation of the Company, to contract with any person to pay the same, and to pay commissions, fees and expenses or issue securities of the Company for underwriting, placing, distributing, or entering into any other kind of transaction in relation to, any securities of the Company.
- (26) To exercise any power of the Company for any consideration of any kind or for consideration whatsoever.
- (27) To exercise any power of the Company in any country or territory and by or through agents, trustees, sub-contractors or otherwise and either alone or in conjunction with others.
- (28) To do all other things (whether similar to any of the foregoing or not) which may be considered incidental or conducive to the attainment of the Company's objects or any of them.

And it is hereby declared:

- (a) that this clause shall be interpreted in the widest and most general manner and without regard to the ejusdem generis rule or any other restrictive principle of interpretation,
- (b) that each of the subclauses of this clause shall, unless it expressly provides to the contrary, be deemed to set out a separate, distinct and independent object of the Company and not a power ancillary or incidental to the objects set out in any other subclause,
- (c) that each of those subclauses shall be without prejudice to, or to the generality of, any other subclause and shall be in no way limited or restricted by reference to or inference from any other subclause,
- (d) that in this clause:
  - (i) "assets" includes property, rights and interests of every description, whether present or future, actual or contingent,
  - (ii) "dispose of", in relation to an asset, includes surrendering or extinguishing it, and also creating or granting it or any interest or right out of or in respect of it,
  - (iii) "liabilities" includes debts and obligations of every description, whether present or future, actual or contingent,

(iv) "person" includes any partnership, corporation and unincorporated body and any country, territory, public authority and international organisation;

(v) "transaction" includes any scheme, arrangement and project.

5. The liability of the Members is limited.

6<sup>4</sup>. The Company's share capital is £100 divided into 100 ordinary shares of £1 each.

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<sup>4</sup> The capital of the Company has been increased and reorganised as follows:

- (a) by an ordinary resolution passed on 29th November 1988, the authorised share capital was increased from £100 to £2,000 by the creation of an additional 1,900 ordinary shares of £1 each.
- (b) by a special resolution passed on 30th March, 1990, the authorised share capital was increased from £2,000 to £127,000 by the creation of 125,000 redeemable preference shares of £1 each.
- (c) by an ordinary resolution passed on 23rd September, 1992, the authorised ordinary share capital was increased from £2,000 to £7,000 by the creation of 5,000 ordinary shares of £1 each, the total authorised share capital thereby being increased from £127,000 to £132,000.
- (d) by a written resolution dated 24th September 1992, each issued and unissued ordinary share of £1 was subdivided into 10 ordinary shares of 10p each.

WE, the several persons whose Names, Addresses and Descriptions are subscribed are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set out opposite our respective names.

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NAMES, ADDRESSES AND DESCRIPTIONS  
OF SUBSCRIBERS

Number of Shares  
taken by each Subscriber

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D.W. Stewart,  
9 Cheapside,  
London EC2V 6AD

ONE

Solicitor's Manager

E.G. Rouse,  
9 Cheapside,  
London EC2V 6AD

ONE

Solicitor's Manager

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DATED this 15th July, 1988

WITNESS to the above Signatures:

B.R. Bloom,  
9 Cheapside,  
London EC2V 6AD

Solicitor's Manager