

The Companies Acts 1985 to 1989
Public Company Limited by Shares
MEMORANDUM OF ASSOCIATION
OF
UNIVERSE GROUP PLC¹
(Company Number: 2639726)
Incorporated on 21 August 1991

¹ Name changed from Card Clear Plc by special resolution passed 11 January 2000

THE COMPANIES ACT 1985 to 1989
PUBLIC COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

OF

UNIVERSE GROUP PLC

(As amended by Special Resolutions passed on 4th November 1991)

- A. The company's name is Universe Group Plc.
- B. The company is to be a Public Company²
- C. The company's registered office is to be situated in England and Wales.
- D. The company's objects are:-
1. (a) to carry on the business as inventors, developers, designers, consultants, advisers, manufacturers, wholesalers, retailers, exporters, importers, agents for the purchase and sale of, general merchants, dealers, traders, marketers, suppliers and distributors, hirers and lessors of data communications and identification services and products and computerised, broadcasting and telecommunications systems and services
 - (b) to manufacture, buy, sell, install, let or take upon hire, operate and otherwise deal in or with communication systems, radio communications, receiving and transmitting equipment of all kinds and accessories therefor and to set up radio communications networks, to provide and maintain message carrying paging and other ancillary services, to establish, operate, maintain, provide and carry on radio and telephone services
 - (c) to carry on the business of inventors, developers, designers, consultants, advisers, manufacturers, wholesalers, retailers, exporters, importers, agents for the purchase and sale of, general merchants, dealers, traders, marketers, suppliers and distributors, hirers and lessors of computer software and hardware, data processing, computer programming, financial and other accounting and information technology systems and services
 - (d) to carry on the business of electronic, electrical, mechanical and general engineers, inventors, developers, designers, consultants, advisers, manufacturers, wholesalers, retailers, exporters, importers, agents for the purchase and sale of, general merchants, dealers, traders, marketers, suppliers and distributors, hirers and lessors of electrical, electronic, wireless, sound, televisions, heating, lighting, telephone, sound recording, telecommunications, radio, television and telephone reception and transmission products and services
 - (e) to carry on the business of the provision of the services of information and data reception, transmission, storage, access, retrieval, identification and

² The Company was re-registered as a Public Company on 31 January 1992

distribution and of owners, managers, proprietors and operators of information and data storage banks, libraries, agencies and bureaux of all kinds and to provide advisory and consultancy services in connection therewith

- (f) to carry on the business of inventors of and undertake experimental work with prototypes of broadcasting, computing, telecommunications and other systems, equipment and services
 - (g) to carry on the business of a holding company
 - (h) To purchase or by any other means acquire for investment purposes or otherwise, any freehold, leasehold, or other property for any estate or interest whatever, and any ground rents, rights, privileges or easements over or in respect of any property; to develop and turn to account any land acquired by or in which the company is interested, and in particular by laying out and preparing the same for building purposes, constructing, altering, fitting up and improving buildings, and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others
 - (i) To carry on the business of financiers and to finance and negotiate mortgages and loans of every description and to advance and lend money on the security of properties and assets of all kinds and upon such terms as may be arranged to draw, accept, endorse, discount, buy, sell and deal in bills of exchange, promissory notes, bonds debentures, coupons and other negotiable instruments, and securities, to issue on commission, subscribe for, take, acquire and hold, sell, exchange and deal in shares, stocks, debentures, bonds, obligations or securities of any government, authority or company; to form, promote, subsidise and assist companies, syndicates and partnerships of all kinds, to give any guarantee for payment of money or the performance of any obligation or undertaking; to purchase and sell book debts and the like, and to undertake the collection of the same; to undertake the collection of rents and to carry on all or any of the businesses of money lenders, hire purchase financiers, merchant bankers, bill discounters, company promoters, marine brokers, financial agents, mortgage and insurance agents and brokers, estate agents, auctioneers, surveyors, valuers, accountants, tax adjusters, general consultants, advisers and confirming agents.
2. To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in sub-clause 1 hereof.
 3. To purchase or otherwise acquire, subscribe for or underwrite or guarantee the subscription of, hold and deal in, whether on its own account or for any other person, any shares, debentures, stocks, bonds, script or other securities issued by any company or association or any supreme, municipal, local or other authority, whether in Great Britain or any overseas country of place.
 4. To purchase, take on lease, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real and personal property of any kind which may be necessary for, or may enhance the value of any other property of the Company.

5. To maintain, alter, enlarge, or replace any buildings of any kind whatsoever, and to clear sites for the same, and to work, manage, and control the same or join with others in so doing.
6. To purchase or otherwise acquire, take over, and undertake the whole or any part of the business and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this 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 limiting competition, 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 aforesaid or property acquire, any shares, debenture, debenture stock, or securities so received.
7. 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, licences, trade marks, designs, protections, and concessions, and to use and turn to account and to manufacture under or grant licence or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
8. To manage, cultivate, exchange, let on lease or otherwise mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
9. To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts or indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company, subsidiary or fellow subsidiary company in any manner.
10. To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, 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 by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
11. 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.
12. To invest and deal with the monies of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
13. To enter into any arrangements with any Governments or Authorities or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, Authority, company, firm or person any charters, contracts, decrees, rights,

privileges, and concessions, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.

14. To act as agents or brokers and as trustees for any person, firm, company and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
15. To subscribe for, purchase or otherwise acquire and hold shares or other interests in securities of another company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
16. To remunerate any person, firm or company rendering services to this Company, either by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
17. To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may 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 and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary 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 contributor 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 such subsidiary, holding or fellow subsidiary 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.
18. To enter in partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any businesses which the Company is authorised to carry on or any business or transaction capable of being conducted so as to directly or indirectly benefit the Company.
19. To promote any other company for the purpose of acquiring the whole or any part of the businesses or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or enhance the value of any property or business of this Company, and to place or guarantee the placing, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
20. To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in proportions for such consideration as the

Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

21. To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
22. To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares, debentures, debenture stock, or other securities of this Company.
23. To procure the Company to be registered or recognised in any part of the world.
24. To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each sub-clause of this clause shall be construed independently of the other sub-clause thereof, and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

D. The liability of the Members is limited.

E. The company's share capital is £250,000 divided into 2,500,000 shares of 10 pence each.³

³ By an ordinary resolution passed on 18 July 1994 the 2,500,000 ordinary shares of 10p each were subdivided into 25,000,000 ordinary shares of 1p each and the share capital of the Company was increased by £250,000 to £500,000 by the creation of a further 25,000,000 ordinary shares of 1p each.

By an ordinary resolution passed on 15 July 1996 the share capital of the Company was increased by £500,000 to £1,000,000 by the creation of a further 50,000,000 ordinary shares of 1p each.

By an ordinary resolution passed on 12 December 1996 the authorised share capital was increased from £1,000,000 to £5,000,000 by the creation of a further 400,000,000 ordinary shares of 1p each.

By a special resolution dated 11 January 2000 every five ordinary shares of 1p in the capital of the Company was consolidated into one ordinary share of 5p in the capital of the Company.

By an ordinary resolution passed on 20 April 2007 the authorised share capital of the Company was increased from £5,000,000 to £7,750,000 by the creation and addition of 55,000,000 ordinary shares of 5p each.

