

THE COMPANIES ACT 1989  
PUBLIC COMPANIES ACT 1989  
MEMORANDUM OF ASSOCIATION

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1. The Company's name is "The Company Plc".
2. The Company is to be a public company.
3. The Company's registered office is in England and Wales.
4. The Company's objects are:
  - (1) [To carry on the business of buying and selling goods, acting as agents for merchants and traders, cash and credit representatives, insurance brokers and mortgage brokers, financial agents, purchase and general financiers, importers and exporters, manufacturers, retailers, sellers, distributors and shippers of goods, merchandise and produce of every description, to perform and carry on all kinds of commercial, industrial and business operations and enterprises; to carry on all or any of the business of advertising agents, discount traders, mail order traders, shipping, trading, shipping and forwarding agents, and to do all or any of the foregoing either on the Company's own account or otherwise as agents, publishers, haulage and transport contractors, garage mechanics, hirers and letters on hire of, and dealers in motor vehicles, plant, machinery, tools and equipment of all kinds, and to otherwise acquire and take over any businesses or undertakings deemed expedient or to become interested in and to carry on or move or put an end to the same or otherwise deal with the same as may be thought desirable.]
  - (2) To purchase or by agreement or otherwise acquire and take options over any property of any kind over or in respect of any land or interest in land.
  - (3) To apply for, register, and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, trade marks, designs, and to manufacture under or grant licences or privileges in connection with the same, and to expend money in experimenting upon and to acquire any patents, inventions or rights which the Company may desire to acquire.
  - (4) To acquire or undertake the business, goodwill and assets of any person or company engaged on or proposing to carry on any of the businesses or undertakings authorised to carry on and as part of the business to undertake all or any of the liabilities of

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- develop, exchange, let on lease or  
of, turn to account, grant licences,  
or otherwise deal with all or any part

- Company not immediately required in  
determined and to hold or otherwise

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on any terms and with or without including without prejudice to the any, subsidiary or fellow subsidiary way with, the Company), to enter suretyships of all kinds, to receive and to secure or guarantee in any nt of any sum of money or the rson, firm or company (including egoing any such holding company, mpany as aforesaid).

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and to secure the repayment of any  
ge, charge, standard security, lien  
part of the Company's property or  
its uncalled capital, and also by a  
y, lien or security to secure and  
of any obligation or liability it may

- nt, negotiate, execute and issue  
notes, bills of lading, warrants,  
able instruments.

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Parliament, order, or licence of the enabling the Company to carry any modification of the Company's which may seem calculated directly or indirectly to oppose any proceedings directly or indirectly to prejudice the

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government or authority (supreme, subordinate, or otherwise) conducive to the attainment of the object, and obtain from any such government or authority any such privileges or concessions which the object may require, but, exercise, and comply with any such laws, regulations, or concessions.



support and maintain contributory or non-contributory pension schemes for or in respect of their wives, widows, children or other dependants; and to establish, support and maintain any such pension scheme for the benefit of any of their employees or of any subsidiary holding or fellow subsidiary or of any such employee or to trustees on trust for or in respect of any such employee or to establish or maintain any such pension scheme

other funds or schemes (whether contributory or non-contributory) for or in respect of any such persons and of their wives, widows, children or other dependants; and to set up, establish, support and maintain any such pension scheme for or in respect of any of their employees or of any subsidiary holding or fellow subsidiary or of any such employee or to trustees on trust for or in respect of any such employee or to establish or maintain any such pension scheme

(20) If and only to the extent that the Company is authorised to do so by the provisions of the Act, 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 mentioned in Section 151(2) of the Act.

the Act, 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 mentioned in Section 151(1) and/or Section 151(2) of the Act.

(21) To distribute among the members of the Company of whatever description any property of the Company

company in kind any property of the company

(22) To procure the Company to be listed on any stock exchange recognised in any part of the world.

recognised in any part of the world.

(23) To do all or any of the above or any of the above either as principals, agents, brokers, sub-contractors or otherwise.

resaid in any part of the world and whether as principals, agents, brokers, sub-contractors or otherwise, and by or through agents, either along or in conjunction with

(24) To do all such other things as may be deemed incidental or conducive to the attainment of the objects of the Company.

deemed incidental or conducive to the attainment of them.

And so that:-

(A) None of the objects of the Company shall be restrictively construed and none of the objects of the Company shall require, be in any way limited by or be subject to any other object or objects of the Company or inference from the terms of this clause or inference from the nature of the Company.

Each of the objects of this Clause shall be given its full effect and no limitation shall be given to each such object by way of construction or interpretation except where the context expressly so requires, and no limitation shall be given to each such object by reference to or inference from any other object or objects of the Company, or by reference to or inference from the terms of this clause, or by reference to or inference from the nature of the Company.

(B) None of the sub-clauses of this clause shall be deemed to be limited by or be subject to any other such sub-clause or sub-clauses of this clause or each and every one of the sub-clauses of this clause as though each sub-clause of this clause were a separate clause.

Each of the objects therein specified shall be deemed to be one of the objects specified in any of the objects specified in any of the sub-clauses of this clause and shall have as full a power to exercise the objects therein specified in each sub-clause of this clause as though each sub-clause of this clause were a separate Company.

(C) The word "company" shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated, whether domiciled in the United Kingdom or elsewhere.

where used in reference to this clause shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated, whether domiciled in the United Kingdom or elsewhere.

(D) In this clause the expression "the Act" shall include any reference to the Companies Act 1985, but so that any reference to the Companies Act 1985 shall be deemed to include a reference to any subsequent amendment, modification or re-enactment of that Act.

is the Companies Act 1985, but so that any reference to the Companies Act 1985 shall be deemed to include a reference to any subsequent amendment, modification or re-enactment of that Act.

5. The liability of the members of the Company shall be limited to the amount unpaid on the shares of the Company which they respectively hold.

6. The Company's shares are divided into << >> shares of £<< >> each.

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

	Names and addresses of Subscribers	Number of shares taken by each Subscriber
<< >>		<< >>
<< >>		<< >>
<< >>		<< >>
<< >>		<< >>
		<< >>

Dated: << >>

Witness to the above signatures

Signature \_\_\_\_\_

Name: <<INSERT NAME OF COMPANY>>  
Address: <<INSERT ADDRESS>>  
<<INSERT ADDRESS>>