

DATED 5 July 2004

MEMORANDUM OF ASSOCIATION

Hammonds

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Reference ref

THE COMPANIES ACT 1985
A PUBLIC COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF RURELEC PLC

- 1 The Company's name is Rurelec PLC.
- 2 The Company's Registered Office is to be situated in England and Wales.
- 3 The Company's objects are:
 - 3.1
 - (a) To carry on business as a general commercial company.
 - (b) To carry on the business of a holding company in all its branches, and to acquire by purchase, lease concession, grant licence or otherwise such businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debentures, debenture stock, bonds, obligations, securities, reversionary interest, annuities, policies of assurance and other property and rights reversionary interest, annuities, policies of assurance and other property and rights and interests in property as the Company shall deem fit and generally to hold, manage, develop, lease, sell or dispose of same; and to vary any of the investments of the Company, to act as trustees of any deeds constituting or securing any debentures, debenture stock or other securities or obligations; to enter into, assist, or participate in financial, commercial, mercantile, industrial and other transactions, undertaking and businesses of every description, and to establish, carry on, develop, and extend the same or sell, dispose of or otherwise turn the same to account, and to co-ordinate the policy and administration of any companies of which this Company is a member or which are in any manner controlled by, or connected with the Company, and to carry on all or any of the businesses of general management co-ordinators, consultants and advisers, capitalists, trustees, financiers, financial agents, company promoters, bill discounters, insurance brokers and agents, mortgage brokers, rent and debt collectors, stock and share brokers and dealers and commission and general agents, merchants and traders; and to manufacture, buy, sell, maintain, repair and deal in plant, machinery, tools, articles and things of all kinds capable of being used for the purposes of the above-mentioned businesses of any of them, or likely to be required to customers of, or persons having dealings with the Company.
 - (a) Without prejudice to the generality of clause 3.14 below, either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee and so as to be an independent object of the Company to guarantee the performance of the obligations of others including the payment of capital or principal, together with any premium of and any dividends or interest on or other payment in respect of loans, credits, stocks, shares, or securities or other obligations of any nature whatsoever and without limiting the generality of the foregoing obligations for the repayment of money and/or discharge of liabilities both present and future, actual or contingent and insofar as the same is not prohibited by law, obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is

for the time being the Company's holding company as defined by section 736 of the Companies Act 1985 due, owing or incurred to bankers or any other person of any company, firm or person, and in particular (but not by way of limitation) of the Company's holding company or any company which is contemplated to become the Company's holding company or subsidiary, as defined by section 736 of the Companies Act of the Company or of the Company's holding company, or otherwise associated with the Company in business or of any company firm or person which the directors of the Company shall think appropriate and to create mortgages, charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others.

- (d) To the extent that the same is permitted by law, to give financial assistance for the purpose of acquisition of shares in the Company or the Company's holding company for the time being (as defined by section 736 of the Companies Act 1985) and to give assistance by any means howsoever permitted by law.
- 3.2 To carry on any other trade or business whatever which can in the opinion of the Board of Directors be conveniently carried on in connection with or ancillary to any of the businesses of the Company.
- 3.3 To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
- 3.4 To act as a holding company and to carry on any business which any subsidiary of the Company may be authorised to carry on.
- 3.5 To subscribe for, purchase, or otherwise acquire and hold shares in, or securities of any other company authorised by its objects to carry on any business or businesses altogether or in part similar to the business of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.
- 3.6 To promote or establish any other company the objects of which shall include the acquisition of the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or the undertaking of 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.
- 3.7 To purchase or otherwise acquire the whole or any part of the business, goodwill, and assets of any company, firm, or person carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and to give and receive consideration for such acquisition and to undertake all or any of the liabilities of such company, firm, or person.
- 3.8 To receive payment on the sale or disposal of the whole or any part of the business or property of the Company, either in cash, by instalments or otherwise, for such consideration as the Directors of the Company may think fit, and in particular for shares, debentures, or otherwise in securities of any company and generally to dispose, hold or otherwise deal with any shares, stock or securities so acquired.

- 3.9 To construct, improve, manage, develop, repair, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights, options, licences and privileges in respect of, and in any other manner deal with all or any part of the property and rights of the Company.
- 3.10 To purchase, register, apply for, or by other means acquire, whether in the United Kingdom or elsewhere any patent rights, patents, brevets d'invention, licences, trade marks, secret processes, designs, protections and concessions and to expend money for their improvement as may be necessary or convenient for the purposes of the business or businesses of the Company, or any branch or department thereof.
- 3.11 To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- 3.12 To acquire any interest in, amalgamate with or enter into any partnership joint arrangement or any arrangement for sharing profits, or for co-operation, or for mutual assistance with any company, firm or person, or for mutual assistance with any company, firm or person, or for subsidising or otherwise assisting any such company, firm or person carrying on any business contained within the objects of the Company and to acquire, hold, sell, deal with or dispose of by way of consideration, any shares, debentures, debenture stock or securities received from any such company and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- 3.13 To invest and deal with the moneys of the Company not immediately required for the purposes of the business or businesses of the Company in such manner as may from time to time be determined by the Directors of the Company and to hold or otherwise deal with any investments made or any securities held.
- 3.14 To lend and advance money or give credit to any company, firm or person on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of 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 or subsidiary company as defined by section 736 of the Companies Act 1985 or otherwise connected with the Company in business.
- 3.15 To draw, make, accept, endorse, negotiate, discount, execute and issue cheques, bills of exchange, promissory notes, bills of lading, debentures, and other negotiable or transferable instruments.
- 3.16 To borrow or raise money or arrange for the payment of money in any manner as the Company shall think fit and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's real and personal property and assets, present or future, including its uncalled capital, and also to issue and deposit any securities which the Company has authority to issue by way of mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- 3.17 To remunerate any company, person, or firm by way of consideration for rendering services received by the Company either by cash payment or by allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

- 3.18 To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the Company for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose.
- 3.19 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 or other securities of the Company.
- 3.20 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 Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceeding or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- 3.21 To enter into any arrangements with any government or authority that may seem conducive to the attainment of the Company's objects 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.
- 3.22 To support and subscribe to any charitable 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 establish and maintain or procure the establishment and maintenance of any non-contributory pension or superannuation fund for the benefit of, and give or procure the giving of donations, gratuities , pensions, allowances, or emoluments to any persons who are or were at any time in the employment of or providing service to the Company, or any company which is for the time being the Company's Holding or subsidiary company as defined by section 736 of the Companies Act, 1985, or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institution, association, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid; 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 other company as aforesaid and to lend money to any such employees or to trustees on their behalf to enable any such schemes to be established or maintained and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- 3.23 To distribute among the Members of the Company in specie any property of the Company of whatever nature, or any proceeds of sale or dispersal of any property of the Company.
- 3.24 To procure the Company to be registered or recognised in any part of the world.

- 3.25 To do all or any of the above things or matters herein set out in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise.
- 3.26 To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.
- 3.27 And it is hereby declared that save as otherwise expressly provided, each of the objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited by reference to any other sub-clause or by the name of the Company, and that the provisions of each sub-clause shall save as aforesaid be carried out in as full and ample a manner and construed in as wide a sense as if each of the sub-clauses defined the objects of a separate and distinct company.
- 4 The liability of the Members is limited.
- 5 The share capital of the Company is £250,000 divided into 12,500,000 shares of 0.02p each.