

THE COMPANIES ACTS, 1948 to 1967

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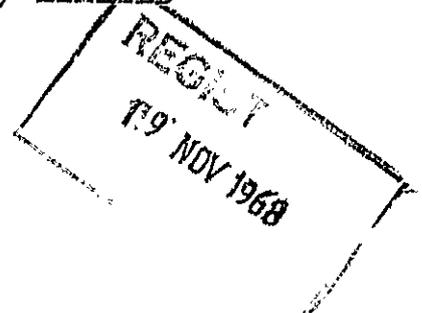
COMPANY LIMITED BY SHARES



# Memorandum of Association

OF

A. M. S. TRADING CO. (GENERAL IMPORTERS) LIMITED



1. The name of the Company is :- "A. M. S. TRADING CO. (GENERAL IMPORTERS) LIMITED".

2. The Registered Office of the Company will be situate in England.

3. The objects for which the Company is established are :-

- (a) To carry on business as general merchants and to buy, sell, import, export, manufacture, exchange, pledge, barter, let or take on hire, or otherwise deal in or with goods and merchandise of every description.
- (b) To carry on business as agents for merchants, shippers, importers, exporters, manufacturers, wholesalers, retailers and others and to establish agencies for the import, export, distribution and sale of goods and merchandise of every description; to act as commercial agents, bankers, traders, factors, brokers, commission agents and concessionaires; to guarantee the payment of money and the fulfilment of obligations by other companies, firms and persons and to advance and lend money and assets of all kinds with security for the same, and generally to undertake and execute all kinds of financial, commercial, trading and other operations and all kinds of trust and agency business.



- (c) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (d) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (f) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
- (g) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.
- (h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.

- (i) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (j) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (k) 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, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any Debentures at any time paid off.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.

- (p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependents or connections of such persons and to grant pensions and allowances to any such persons.
- (r) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependents or connections.
- (s) To distribute any property of the Company in specie among the members.
- (t) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited.

5. The Share Capital of the Company is £1,000 divided into 1,000 Shares of £1 each, with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

WE, the several persons whose names and addresses 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 opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
<p>ALAN MICHAEL SUGAR</p> <p>Alan Michael Sugar 35 Marlands Road, MARLANDS ROAD Clayhall, Ilford Essex, CLAYHALL ILFORD General Wholesale Factor</p>	<p>ONE.</p>
<p>ANN SUGAR</p> <p>Ann Sugar MARLANDS 35, Marlands Road CLAYHALL Clayhall Ilford Essex.</p> <p>Housewife.</p>	<p>one.</p>
<p>HAROLD JULIUS MAZIN</p> <p>Harold Julius Mazin 10 Kerwick Gds, REDBRIDGE Redbridge Ilford ILFORD Essex</p> <p>Sales Representative SALES REPRESENTATIVE</p>	<p>one</p>

DATED this 1st day of November 1968.

WITNESS to the above signatures :-

K. Konzon KITT Y KONZON  
25 Tallack Road TALLACK  
Leyton E.10  
Secretary

COMPANY LIMITED BY SHARES

33

# Memorandum of Association

OF

AMSTRAD CONSUMER ELECTRONICS LIMITED

1. The name of the Company is :- AMSTRAD  
CONSUMER ELECTRONICS LIMITED

2. The Registered Office of the Company  
will be situate in England.

3. The objects for which the Company is  
established are :-

(a) To carry on business as general merchants  
and to buy, sell, import, export, manufacture,  
exchange, pledge, barter, let or take  
on hire, or otherwise deal in or with  
goods and merchandise of every description.

(b) To carry on business as agents for mer-  
chants, shippers, importers, exporters,  
manufacturers, wholesalers, retailers  
and others and to establish agencies  
for the import, export, distribution and  
sale of goods and merchandise of every  
description; to act as commercial agents,  
bankers, traders, factors, brokers, commis-  
sion agents and concessionaires; to  
guarantee the payment of money and the  
fulfilment of obligations by other com-  
panies, firms and persons and to advance  
and lend money and assets of all kinds  
with security for the same, and generally  
to undertake and execute all kinds of  
financial, commercial, trading and other  
operations and all kinds of trust and  
agency business.

SAME  
OBJECTS.



Presented by :-  
THE LONDON LAW AGENCY LTD.,  
TEMPLE CHAMBERS,  
TEMPLE AVENUE,  
LONDON, EC4Y 0HP.

RK/LON/MAR

- (c) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (d) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (f) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
- (g) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.
- (h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.

- (i) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (j) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (k) 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, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any Debentures at any time paid off.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.

- (p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependents or connections of such persons and to grant pensions and allowances to any such persons.
- (r) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependents or connections.
- (s) To distribute any property of the Company in specie among the members.
- (t) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited.

5. The Share Capital of the Company is £1,000 divided into 1,000 Shares of £1 each, with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

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\* By Resolutions passed in the years 1971 and 1972, the share capital was increased to £100,000 divided into 100,000 shares of £1 each.



\*  
 WE, the several persons whose names and addresses 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 opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
ALAN MICHAEL SUGAR, 35, Marlands Road, Clayhall, Ilford, Essex. General Wholesale Factor.	One
ANN SUGAR, 35, Marlands Road, Clayhall, Ilford, Essex. Housewife.	One
HAROLD JULIUS MAZIN, 10, Keswick Gardens, Redbridge, Ilford, Essex. Sales Representative.	One

DATED this 1st day of November 1968.

WITNESS to the above signatures :-

KITTY KONZON,  
 25, Tallack Road,  
 Leyton, E.10.  
 Secretary.

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COMPANY LIMITED BY SHARES

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MEMORANDUM OF ASSOCIATION

of

AMSTRAD CONSUMER ELECTRONICS  
PUBLIC LIMITED COMPANY

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1. The name of the Company is "A.M.S. TRADING CO. (GENERAL IMPORTERS) LIMITED"\*.
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:-
  - (A) To carry on business as general merchants and to buy, sell, import, export, manufacture, exchange, pledge, barter, let or take on hire, or otherwise deal in or with goods and merchandise of every description.
  - (B) To carry on business as agents for merchants, shippers, importers, exporters, manufacturers, wholesalers, retailers and others and to establish agencies for the import, export, distribution and sale of goods and merchandise of every description; to act as commercial agents, bankers, traders, factors, brokers, commission agents and concessionaires; to guarantee the payment of money and the fulfilment of obligations by other companies, firms and persons and to advance and lend money and assets of all kinds with security for the same, and generally to undertake and execute all kinds of financial, commercial, trading and other operations and all kinds of trust and agency business.

\* The name of the Company was changed on 25th April 1977 to AMSTRAD CONSUMER ELECTRONICS LIMITED. On [ ] 1981 the name was changed to AMSTRAD CONSUMER ELECTRONICS PUBLIC LIMITED COMPANY.



- (C) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (D) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (E) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (F) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
- (G) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.
- (H) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.
- (I) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (J) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.

- (K) 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, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any Debentures at any time paid off.
- (L) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (M) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (N) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (O) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (P) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (Q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependants or connections of such persons and to grant pensions and allowances to any such persons.
- (R) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependants or connections.
- (S) To distribute any property of the Company in specie among the members.
- (T) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

5. The liability of the members is limited.
6. The Share Capital of the Company is £1,000 divided into 1,000 Shares of £1 each, with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

- Notes:
1. By Special Resolution passed on 2nd December 1971, the authorised share capital of the Company was increased to £10,000, divided into 10,000 Ordinary Shares of £1 each.
  2. By Special Resolution passed on 20th November 1972, the authorised share capital of the Company was increased to £100,000, divided into 100,000 Ordinary Shares of £1 each.
  3. By Special Resolution passed on 9th April 1980, the authorised share capital of the Company was increased to £2,500,000, divided into 2,500,000 Ordinary Shares of £1 each, and each Ordinary Share of £1 each was sub-divided into 4 Ordinary Shares of 25p each.

WE, the several persons whose names and addresses 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 opposite our respective names.

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NAMES, ADDRESSES AND DESCRIPTIONS SUBSCRIBERS	Number of Shares taken by each Subscriber
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ALAN MICHAEL SUGAR,  
35 Marlands Road,  
Clayhall,  
Ilford,  
Essex.

One

General Wholesale Factor.

ANN SUGAR,  
35 Marlands Road,  
Clayhall,  
Ilford,  
Essex.

One

Housewife.

HAROLD JULIUS MAZIN,  
10 Keswick Gardens,  
Redbridge,  
Ilford,  
Essex.

One

Sales Representative.

---

DATED this 1st day of November 1968.

WITNESS to the above signatures:-

KITTY KONZON,  
25 Tallack Road,  
Leyton,  
E.10.

Secretary.

THE COMPANIES ACTS, 1948 TO 1976

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COMPANY LIMITED BY SHARES

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**Memorandum of Association**  
OF  
**AMSTRAD CONSUMER ELECTRONICS  
PUBLIC LIMITED COMPANY**

---

1. The name of the Company is:— “A. M. S. TRADING CO. (GENERAL IMPORTERS) LIMITED”.\*
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:—
  - (A) To carry on business as general merchants and to buy, sell, import, export, manufacture, exchange, pledge, barter, let or take on hire, or otherwise deal in or with goods and merchandise of every description.
  - (B) To carry on business as agents for merchants, shippers, importers, exporters, manufacturers, wholesalers, retailers and others and to establish agencies for the import, export, distribution and sale of goods and merchandise of every description; to act as commercial agents, bankers, traders, factors, brokers, commission agents and concessionaires; to guarantee the payment of money and the fulfilment of obligations by other companies, firms and persons and to advance and lend money and assets of all kinds with security for the same, and generally to undertake and execute all kinds of financial, commercial, trading and other operations and all kinds of trust and agency business.
  - (C) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.

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\*The name of the Company was changed on 25th April 1977 to AMSTRAD CONSUMER ELECTRONICS LIMITED. On 30th September 1981 the name was changed to AMSTRAD CONSUMER ELECTRONICS PUBLIC LIMITED COMPANY.

- (D) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (E) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (F) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
- (G) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.
- (H) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.
- (I) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (J) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (K) 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, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any Debentures at any time paid off.

- (L) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (M) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (N) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (O) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (P) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (Q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependants or connections of such persons and to grant pensions and allowances to any such persons and to establish and maintain and contribute to any employees' share scheme\*.
- (R) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependants or connections.
- (S) To distribute any property of the Company in specie among the members.
- (T) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein men-

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\*The objects of the Company were amended by Special Resolution on 18th April 1985.

shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

5. The liability of the members is limited.

6. The Share Capital of the Company is £1,000 divided into 1,000 Shares of £1 each, with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

Notes: 1. By Special Resolution passed on 2nd December 1971, the authorised share capital of the Company was increased to £10,000, divided into 10,000 Ordinary Shares of £1 each.  
 2. By Special Resolution passed on 20th November 1972, the authorised share capital of the Company was increased to £100,000, divided into 100,000 Ordinary Shares of £1 each.  
 3. By Special Resolution passed on 9th April 1980, the authorised share capital of the Company was increased to £2,500,000, divided into 2,500,000 Ordinary Shares of £1 each, and each Ordinary Share of £1 each was sub-divided into 4 Ordinary Shares of 25p each.  
 4. By Ordinary Resolution passed on 26th November 1981 the authorised share capital of the Company was increased to £3,000,000, divided into 12,000,000 Ordinary Shares of 25p each.  
 5. By Ordinary Resolution passed on 25th November 1982 the authorised share capital of the Company was increased to £6,000,000, divided into 24,000,000 Ordinary Shares of 25p each.  
 6. By Special Resolution passed on 24th November 1983 each Ordinary Share of 25p in the capital of the Company was sub-divided into 5 Ordinary Shares of 5p each.  
 7. By Ordinary Resolution passed on 6th June 1986 the authorised share capital of the Company was increased to £36,000,000, divided into 720,000,000 Ordinary Shares of 5p each.

WE, the several persons whose names and addresses 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 opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
ALAN MICHAEL SUGAR, 35 MARLANDS ROAD, CLAYHALL, ILFORD, ESSEX. General Wholesale Factor.	One
ANN SUGAR, 35 MARLANDS ROAD, CLAYHALL, ILFORD, ESSEX. Housewife.	One
HAROLD JULIUS MAZIN, 10 KESWICK GARDENS, REDBRIDGE, ILFORD, ESSEX. Sales Representative.	One

DATED this 1st day of November 1968.

WITNESS to the above signatures:—

KITTY KONZON,  
25 TALLACK ROAD, LEYTON, E.10.  
Secretary.

THE COMPANIES ACTS, 1985 TO 1989

COMPANY LIMITED BY SHARES

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**MEMORANDUM**

(Amended on 10th September 1981, 18th April 1985  
and 22nd November 1990)

AND

NEW

**ARTICLES OF ASSOCIATION**

(Adopted on 9th April 1980)  
(Amended on 24th November 1983, 18th April 1985,  
11th December 1989 and 22nd November 1990)

OF

**AMSTRAD PUBLIC LIMITED COMPANY**

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*Incorporated the 19th day of November 1968*

NO. 942631



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COMPANY LIMITED BY SHARES

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MEMORANDUM OF ASSOCIATION

OF

AMSTRAD PUBLIC LIMITED COMPANY

---

1. The name of the Company is:- "A.M.S. TRADING CO. (GENERAL IMPORTERS) LIMITED". \*
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:-
  - (A) To carry on business as general merchants and to buy, sell, import, export, manufacture, exchange, pledge, barter, let or take on hire, or otherwise deal in or with goods and merchandise of every description.
  - (B) To carry on business as agents for merchants, shippers, importers, exporters, manufacturers, wholesalers, retailers and others and to establish agencies for the import, export, distribution and sale of goods and merchandise of every description; to act as commercial agents, bankers, traders, factors, brokers, commission agents and concessionaires; to guarantee the payments of money and the fulfilment of obligations by other companies, firms and persons and to advance and lend money and assets of all kinds with security for the same and generally to undertake and execute all kinds of financial, commercial, trading and other operations and all kinds of trust and agency business.
  - (C) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the object of the Company or any of them.

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\* The name of the Company was changed on 25th April 1977 to AMSTRAD CONSUMER ELECTRONICS LIMITED. On 30th September 1981 the name was changed to AMSTRAD CONSUMER ELECTRONICS PUBLIC LIMITED COMPANY. On 30th December 1986 the name was changed to AMSTRAD PUBLIC LIMITED COMPANY.

- (D) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (E) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (F) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
- (G) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.
- (H) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.
- (I) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (J) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (K) 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, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any

Debentures at any time paid off.

- (L) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (M) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (N) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (O) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (P) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (Q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependants or connections of such persons and to grant pensions and allowances to any such persons and to establish and maintain and contribute to any employees' share scheme and to purchase and maintain for the benefit of any persons (including directors) any insurance. \*
- (R) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependants or connections.
- (S) To distribute any property of the Company in specie among the members.
- (T) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

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\* The objects of the Company were amended by Special Resolution on 18th April 1985 and by Special Resolution on 22nd November 1990.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

5. The liability of the members is limited.

6. The Share Capital of the Company is £1,000 divided into 1,000 shares of £1 each, with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

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- Notes:
1. By Special Resolution passed on 2nd December 1971, the authorised share capital of the Company was increased to £10,000 divided into 10,000 Ordinary Shares of £1 each.
  2. By Special Resolution passed on 20th November 1972, the authorised share capital of the Company was increased to £100,000, divided into 100,000 Ordinary Shares of £1 each.
  3. By Special Resolution passed on 9th April 1980, the authorised share capital of the Company was increased to £2,500,000, divided into 2,500,000 Ordinary Shares of £1 each, and each Ordinary Share of £1 each was sub-divided into 4 Ordinary Shares of 25p each.
  4. By Ordinary Resolution passed on 26th November 1981 the authorised share capital of the Company was increased to £3,000,000, divided into 12,000,000 Ordinary Shares of 25p each.
  5. By Ordinary Resolution passed on 25th November 1982 the authorised share capital of the Company was increased to £6,000,000, divided into 24,000,000 Ordinary Shares of 25p each.
  6. By Special Resolution passed on 24th November 1983 each Ordinary Share of 25p in the capital of the Company was sub-divided into 5 Ordinary Shares of 5p each.
  7. By Ordinary Resolution passed on 6th June 1986 the authorised share capital of the Company was increased to £36,000,000, divided into 720,000,000 Ordinary Shares of 5p each.
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WE, the several persons whose names and addresses 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 opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
ALAN MICHAEL SUGAR, 35 MARLANDS ROAD, CLAYHALL, ILFORD, ESSEX. General Wholesale Factor.	One
ANN SUGAR , 35 MARLANDS ROAD, CLAYHALL, ILFORD, ESSEX. Housewife.	One
HAROLD JULIUS MAZIN, 10 KESWICK GARDENS, REDBRIDGE, ILFORD, ESSEX. Sales Representative.	One

DATED this 1st day of November 1968.

WITNESS to the above signatures:-

KITTY KONZON,  
25 TALLACK ROAD, LEYTON, E.10.  
Secretary.