

**THE COMPANIES ACTS 1985 AND 1989**

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**A PUBLIC COMPANY LIMITED BY SHARES**

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**MEMORANDUM OF ASSOCIATION**

**OF**

**LONDON SECURITY Plc**

- 1 The name of the Company is "London Security Plc"\*
- 2 The Company is to be 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:
  - 4.1 To carry on the business as a general commercial company and without prejudice to the generality of the foregoing to carry on business of a holding company and for the purpose in particular to acquire by purchase, lease, concession, grant, licence or otherwise deal in such businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debentures, bonds, obligations, securities, reversionary interests, 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 the same and to vary any of the investments of the Company and to enter into, assist or participate in financial agents, insurance brokers and agents, company promoters, mortgage brokers, commission and general agents and general merchants; to co-ordinate the policy and administration of any subsidiary companies or any companies of which this Company is a member or which are in any manner controlled by this Company; to design, develop, assemble, construct, manufacture and supply and to buy, sell, export, import, lease, hire, service and deal in fire-extinguishers, fire-fittings and other fire-fighting, fire-extinguishing and fire-protection appliances, devices, apparatus and equipment of every type, substance and kind and for all purposes, and to carry on business as fire engineers and purveyors of fire-fighting material of all kinds, chemical manufacturers and general engineers and to manufacture, buy, sell, repair and deal in plant, tools, machinery and implements of all kinds necessary or useful for the carrying on of any of the business of the Company or likely to be required by any customers of the Company.

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\* The name of the Company was changed from "Blackett & Son Limited" to "Amalgamated Stores Limited" on 11 May 1962 and changed from "Amalgamated Stores Limited" to "Amalgamated Estates Limited" on 11 January 1979 and re-registered as "Amalgamated Estates Public Limited Company" on 10 April 1981 and changed from "Amalgamated Estates Public Limited Company" to "London Securities Plc" on 11 March 1985 and to "London Security plc" on 16 April 2003

\*\* Clause 4 amended by Special Resolution passed on 9 September 1990

- 4.2 To sell, exchange, lease, let mortgage, charge, develop, convert or otherwise turn to account, deal with or dispose of all or any of the lands, premises buildings and other properties of the Company.
- 4.3 To invest the capital and other monies of the Company in the purchase of, or to lend the same upon the security of real and personal property of all kinds, and in particular to subscribe for, underwrite, purchase or otherwise acquire, hold, and advance money upon shares, stocks, debenture, debenture stocks, bonds, mortgages, obligations and securities of any kind issued or guaranteed by any person of whatever nature, constituted or carrying on business in any part of the world and upon debenture, debenture stocks, bonds, obligations and other securities issued or guaranteed by any Government, Sovereign Ruler, Commissioners, public body or authority supreme, municipal, local or otherwise whether at home or abroad and from time to time to vary any such investments but so that no investment imposing unlimited liability on the Company liability on the Company shall be made.
- 4.4 To exercise and enforce all rights and powers conferred by or incident to the ownership of any real or personal shares stock obligations or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof and to provide managerial and other executive supervisory and consultant services for or in relation to any person in which the Company is interested upon such terms as may be thought fit.
- 4.5 To make experiments in connection with any business or proposed business of the Company and to apply for or otherwise acquire in any part of the world any patents, patent rights, breach of invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company and to use and manufacture under or grant licences 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.
- 4.6 To acquire by any means the whole or any part of the assets and to undertake the whole or any part of the liabilities of any person carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be carried on in connection therewith, or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits or for co-operation or for limiting competition or for mutual assistance with any such person and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares whether fully or partly paid up, debentures or other securities or rights that may be agreed upon.
- 4.7 To enter into partnership or into any arrangement of sharing profits, union of interest, reciprocal concession joint adventure co-operation or otherwise with any employee of the Company or with any person carrying on or engaged in or about to carry on or engage in, any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so directly or indirectly to benefit this Company.
- 4.8 To advance and lend money, assets and property of all kind or give credit to such persons on such terms as may seem expedient either with or without taking securities for the same.
- 4.9 To borrow money and to secure 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, the discharge by the Company or any other person of any obligation or liability.

- 4.10 To guarantee by personal covenant or by any other means whatsoever either with or without the Company receiving any consideration or advantage, direct or indirect from giving any such guarantee and to secure by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company the performance of the obligations and the payment of any monies (including but not limited to capital or principal, premiums, dividends or interest, commissions, charges, discount and any costs or expenses relating thereto whether any stocks, shares or securities or in any other manner whatsoever) by any person whatsoever including but not limited to any company which is for the time being the Company's holding company as defined by Section 736 of the Companies Act 1985 or a subsidiary of the Company or of the Company's holding company as so defined or any person who is for the time being a member or otherwise has any interest in the Company or is associated with the Company in any business or venture.
- 4.11 To draw, make, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debenture and other negotiable or transferable instruments.
- 4.12 To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations of any government, state municipality, department or other authority for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its members.
- 4.13 To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise) or any persons that may seem conducive to the Company's objects or any of them and to obtain from any such government, authority or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- 4.14 To establish and maintain, or procure the establishment and maintenance of any pension or superannuation funds (whether contributory or otherwise) for the benefit of and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or any such subsidiary or of any of the predecessors of the Company or any such other company as aforesaid and wives, widows, families and dependants of any such persons and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of or to advance the interest and well-being of the Company or of any other company as aforesaid, or of any such persons as aforesaid 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.
- 4.15 To procure the Company to be registered or recognised in any part of the world.
- 4.16 To promote any other person for the purpose of acquiring all or any of the property and/or undertaking any of the liabilities of the Company or of undertaking any business or operations which may appear likely to assist or benefit the Company and to place or

guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares debentures or other securities of any such person as aforesaid.

- 4.17 To carry on any other business which may seem to the Company to be capable of being conveniently carried on in connection with any of the Company's objects or calculated directly or indirectly to render it more profitable, enhance the value of or facilitate the realisation of any of the Company's property or rights and generally to carry on any business of whatever kind in furtherance of the Company's objects.
- 4.18 To dispose by any means of the whole or any part of the assets of the Company.
- 4.19 To distribute among the members of the Company in kind any assets of the Company.
- 4.20 To do all or any of the above things in any part of the world and either as principal, agent, trustee, contractor or otherwise and either alone or in conjunction with others and either by or through agents, trustees, sub-contractors or otherwise.
- 4.21 To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "person" in this clause shall be deemed to include any person or company, partnership, society, association or other body of persons, whether corporate or unincorporate and whether dominated in the United Kingdom or elsewhere and words denoting the singular number only shall include the plural number and vice versa and words denoting the masculine gender only, shall include the feminine gender and that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph be regarded as independent objects and in no way be limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

- 5 The liability of the members is limited
- 6 The authorised share capital is £696,943.91 divided into 69,694,391 ordinary shares of 1p each.

## NOTES AS TO ALTERATION IN AUTHORISED SHARE CAPITAL SINCE INCORPORATION

21 July 1897	The original Share Capital of the Company was £50,000 divided into 2,500 5 per cent, Preference Shares of £10 each and 25,000 Ordinary Shares of £1 each.
5 October 1928	The capital was increased to £100,000 by the creation of 50,000 8 per cent. Cumulative Preference Shares of £1 each.
18 September 1934	Each of the 2,500 5 per cent. Preference Shares of £10 each was sub-divided into 10 Shares of £1 each.
12 May 1938	The capital was increased to £140,000 by the creation of 40,000 6 per cent. Cumulative Preference Shares of £1 each of the 10,000 unissued 8 per cent. Cumulative Preference Shares was converted into a 6 per cent. Cumulative Preference Share.
29 May 1953	The capital was increased to £190,000 by the creation of 50,000 Ordinary Shares of £1 each.
24 May 1955	The capital was increased to £615,000 by the creation of 365,000 Ordinary Shares of £1 each and each of the 500,000 Ordinary Shares of £1 each was sub-divided into 4 Ordinary Shares of 5s each.
11 May 1961	The capital was increased to £1,000,000 by the creation of 1,540,000 Ordinary Shares of 5s each.
24 June 1963	The capital was by virtue of a Special Resolution and with the sanction of an Order of the High Court of Justice dated the 24 June 1963 reduced from £1,000,000 to £606,625 divided into 25,000 5 per cent. Cumulative Preference Shares of £1 each. 50,000 6 per cent. Cumulative Preference Shares of £1 each. 40,000 8 per cent Cumulative Preference Shares of 5s each. 1,530,000 Ordinary Shares of 3d each and 2,010,000 Ordinary Shares of 5s each. By virtue of a Scheme of Arrangement sanctioned by the said Order and of a Special Resolution of the Company the capital of the Company was re-increased to £1,000,000 divided into 115,000 6½ per cent. Cumulative Preference Shares of £1 each, 765,000 Ordinary Shares of 5s each and 1,453,500 unclassified shares of 5s each.
29 July 1963	Every two of the 765,000 Ordinary Shares of 6d each was consolidated into one Share of 1s and each of the 3,463,500 unissued Shares of 5s each was sub-divided into 5 Shares of 1s and designated unclassified Shares under the control of the Directors.
2 September 1963	1,500,000 of the unclassified Shares of 1s each were converted into Ordinary Shares of 1s each.
18 October 1963	2,823,750 of the unclassified Shares of 1s each were converted into Ordinary Shares of 1s each.
24 January 1977	All unclassified Shares were re-classified into Ordinary Shares of 5p

	each.
3 February 1978	The capital was increased to £1,030,000 by the creation of 600,000 Ordinary Shares of 5p each.
31 October 1980	The capital was increased to £1,055,000 by the creation of 500,000 Ordinary Shares of 5p each.
28 October 1982	The capital was increased to £1,095,000 by the creation of 800,000 Ordinary Shares of 5p each.
25 October 1983	The capital was increased to £2,250,000 by the creation of 23,100,000 Ordinary Shares of 5p each.
6 November 1984	The capital was increased to £2,450,000 by the creation of 4,000,000 Ordinary Shares of 5p each.
23 November 1984	The capital was increased to £6,000,000 by the creation of 71,000,000 Ordinary Shares of 5p each.
25 February 1985	The capital was increased to £12,000,000 by the creation of 82,000,000 Ordinary Shares of 5p each and 38,000,000 Convertible Non-Voting Ordinary Shares of 5p each.
26 August 1986	The 38,000,000 Convertible Non-Voting Ordinary Shares of 5p each were converted into Ordinary Shares of 5p each.
13 March 1987	The Ordinary Shares of 5p each were sub-divided into Ordinary Shares of 3p each and Deferred Shares of 2p each. The authorised share capital was then increased to £12,000,000.09 by the creation of three new Ordinary Shares of 3p each which were subsequently issued and the 192,933,765 issued Ordinary Shares of 5p each were then consolidated and sub-divided into Ordinary Shares of 15p each. The 43,679 unissued Cumulative Preference Shares of £1 each were sub-divided into 873,580 Ordinary Shares of 5p each and the authorised share capital was then increased by the creation of 10 new Ordinary Shares of 5p each. The 45,639,828 unissued Ordinary Shares of 5p each then existing were consolidated into 15,213,276 Ordinary Shares of 15p each. The authorised share capital was then increased by £904,320 by the creation of 6,028,800 new Ordinary Shares. The Deferred Shares of 2p each were cancelled with the approval of the Court which was granted on 14 December 1987.
25 June 1987	The capital was increased by £750,000 by the creation of 5,000,000 new Ordinary Shares of 15p each.
1 October 1987	The capital was increased by £1,525,675.65 from £13,654,320.59 to £15,179,996.24 by the creation of 10,171,171 new Ordinary Shares of 15p each.
(Note: 14 December 1987)	Court approval was obtained for the Company to cancel the 192,933,765 Deferred Shares of 2p each thus reducing the share capital of the Company by £3,858,675.24 from £15,179,996.24 to £11,321,321).

24 July 1989	The authorised share capital was increased by £12,352,875 from £11,321,321 to £23,674,196 by the creation of 32,352,500 new Ordinary Shares of 15p each and 30,000,000 new Convertible Cumulative Redeemable Preference Shares of 25p each (having attached thereto the right to a fixed annual dividend of 8.25p (net) per share) having the rights and being subject to the restrictions set out in the Articles of Association.
14 November 1989	The 71,321 4.55 per cent. Cumulative Preference Shares of £1 each in the authorised but unissued share capital of the Company were redesignated and classified as 475,470 Ordinary Shares of 15p each ranking pari passu with the existing Ordinary Shares of 15p and 2 Convertible Cumulative Redeemable Preference Shares of 25p each (having attached thereto the right to a fixed annual dividend of 8.25p (net) per share) having the rights and being subject to the restrictions set out in the Articles of Association.
(Note	This change was effected by the redemption on 14 November 1989 of the 71,321 4.55 per cent. Cumulative Preference Shares of £1 each pursuant to a Special Resolution passed on 11 October 1989).
Between 90 and 91	The authorised share capital was increased by £6,326,000 from £23,674,000 to £30,000,000 with creation of a further 42,173,333 ordinary shares of 15p each.
16 October 92	<p data-bbox="581 968 1382 1024">Every 35 ordinary shares of 15p each in issue were converted into one ordinary share of 1p and 524 deferred shares of 1p.</p> <p data-bbox="581 1062 1382 1119">Every 7 convertible preference shares of 25p each in issue were converted into 2 ordinary shares of 1p and 173 deferred shares of 1p.</p> <p data-bbox="581 1157 1382 1276">The 72,875,068 unissued ordinary shares of 15p each were sub-divided into 70,865,349 ordinary shares of 1p each and 1,022,260,671 deferred shares of 1p each. (Note: the figures used were amended by a special resolution dated 23 December 1994)</p>
23 December 1994	The authorised share capital was increased by £5,200,000 from £30,000,000 to £35,200,000 with the creation of a further 520,000,000 ordinary shares of 1p each.
30 December 1994	Each issued ordinary share of 1p each was sub-divided into 1 ordinary share of 0.1p and one special deferred share of 0.9p. The ordinary shares of 0.1p were then consolidated into ordinary shares of 10p each on the basis of one ordinary share of 10p for every 100 ordinary shares of 0.1p.
12 April 1995	The High Court approved a reduction of capital pursuant to a special resolution dated 23 December 1994 under which all the deferred shares were cancelled and 71,155,450 of the unissued ordinary shares were cancelled. The remaining 16,795,050 unissued ordinary shares of 1p

each were then consolidated into ordinary shares of 10p each on the basis of one ordinary share of 10p for every 10 ordinary shares of 1p. Accordingly, at 31 December 1996 the company had an authorised share capital of £680,000 divided into 6,800,000 ordinary shares of 10p each.

29 December 1999

The authorised share capital was increased to £2,000,000 divided into 20,000,000 ordinary shares of 10p each by the creation of an additional 13,200,000 new ordinary shares of 10p each.

22 June 2005

The High Court approved a reduction of capital pursuant to a special resolution dated 31 May 2005 under which the amounts standing to the credit of both the share premium account and capital redemption reserve were cancelled; 9p of the amount paid up or credited as paid upon each of the 14,478,401 issued ordinary shares of 10p were cancelled and extinguished and the nominal value of each such ordinary share was reduced to 1p. The remaining unissued ordinary shares of 10p each were subdivided into 10 ordinary shares of 1p each.

Accordingly, the authorised share capital was reduced from £2,000,000 divided into 20,000,000 ordinary shares of 10p each to £696,943.91 divided into 69,694,391 ordinary shares of 1p each.