

The Companies Act 1985
Public Company Limited by Shares
MEMORANDUM OF ASSOCIATION
of
ALLOCATE SOFTWARE PLC
Incorporated on 5th May 1993

1. The Company's name is "Allocate Software plc".¹
2. The Company is to be a public company.
3. The Company's registered office is to be situated in England and Wales.
4. The Company's objects are:-
 - (A) To carry on the business of a holding company and the business of an investment company and to do all lawful acts and things whatever that are necessary or convenient in carrying on the business of a holding company or the business of an investment company or both and in particular but without limiting the generality of the foregoing 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, notes, 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, 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, undertakings 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 computer software writers and providers, vendors of computer software and hardware, maintainers of computer software and hardware, computer and systems consultants and commission and general agents, merchants and traders; and to manufacture, buy, sell, take on lease or in exchange, hire, 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

¹ By a special resolution dated 31 October 1996 the Company changed its name from MSW & Associates Technology Limited to MSW Technology plc. By a special resolution dated 18 September 2000 the Company changed its name from MSW Technology plc to Manpower Software plc. By a special resolution dated 8 May 2009 the Company changed its name from Manpower Software plc to Allocate Software plc.

businesses or any of them, or likely to be required by customers of or persons having dealings with the Company.

- (B) To apply for, register, purchase or by other means acquire and hold, protect, prolong and renew, use, develop, sell, license or otherwise dispose of or deal with (whether in the United Kingdom or elsewhere) patents, patent rights, brevets d'invention, licences, copyrights, designs, design rights, trade marks, service marks, secret processes, commercial names and designations, know-how, inventions, protections and concessions, and any interest therein, and to make experiments and tests, and to carry on all kinds of research work.
- (C) To purchase or otherwise acquire, undertake and carry on all or any part of the business, goodwill, property, assets and liabilities of any person, firm or company either in the United Kingdom or abroad.
- (D) To enter into any partnership or into any arrangement for sharing profits or for co-operation or mutual assistance or to amalgamate with or acquire an interest in any person, firm or company carrying on or proposing to carry on any business.
- (E) To purchase, take on lease, in exchange or on hire or otherwise acquire, hold, develop, sell, hire out, grant leases or licences or otherwise dispose of or deal with real and personal property of all and any kinds and any interest, right, option or privilege therein, for such consideration and on such terms as may be considered expedient and to build or construct or procure the building or construction of houses, flats, maisonettes, offices, shops, suites, chambers, hotels, factories and other buildings or erections of any and every description and to sell, let on lease or agreement, manage or otherwise turn to account such land, buildings and erections and to provide all necessary conveniences and amenities as required for tenants, occupiers and customers and to carry on business as a land and property development company generally and to develop any land by laying out, constructing and maintaining roads, sewers, drains and waterworks and by erecting buildings thereon and laying out parks, gardens, sports and recreation grounds and providing other amenities and conveniences.
- (F) To invest and deal with the moneys of the Company not immediately required for the purpose of its business in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- (G) To lend, advance or deposit money or give credit with or without security to any person, company, firm or corporation, and on such terms as may be considered expedient, and to receive money on deposit or loan from any person, company, firm or corporation on such terms as may be considered expedient.
- (H) To guarantee in any manner the payment of any moneys, the discharge of any debts and liabilities and the performance of any kind of obligation by any person, firm or corporation, wherever resident, formed or incorporated, including, but without limitation, any corporation which is a holding company, a subsidiary undertaking or a fellow subsidiary undertaking of the Company, to give any kind of indemnity or other undertaking in relation to the foregoing, to secure any such guarantee, indemnity or undertaking or the payment, discharge and performance of any such moneys, debts, liabilities and obligations by any mortgage, charge, pledge, lien or other security of any kind upon the whole or any part of the undertaking, property and assets of the Company, present and future, wherever

situate, including its uncalled capital, and, without prejudice to the generality of the preceding words, to enter into any such transaction in relation to any debenture stock, loan stock, bonds, notes or other securities which have been or may be issued or allotted (whether in England or elsewhere) by any person, firm or corporation, to contribute by donation, subscription, guarantee or otherwise to any person, firm or corporation and to effect all kinds of similar transactions under the laws of England or any other country or territory.

- (I) To borrow or raise money in any manner whatsoever whether by the creation and issue of debentures, debenture stock or other securities of any description or otherwise howsoever, and to secure the repayment of any money borrowed, raised or owing or any other obligations of or binding on the Company by mortgage, charge, standard security, lien or other security upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital.
- (J) To draw, make, accept, endorse, discount, negotiate, execute, and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures and other transferable or negotiable instruments.
- (K) To apply for, promote and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority (supreme, municipal, local or otherwise) 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 proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests or those of its members.
- (L) To enter into any arrangement with any government or authority (supreme, municipal, local or otherwise), and to obtain from any such government or authority any charters, decrees, rights, concessions, privileges, licences and permits as may be considered expedient, and to carry out, exercise and comply with any such charters, decrees, rights, concessions, privileges, licences and permits.
- (M) To support, subscribe for or contribute by donation in cash or in kind to any national, charitable, benevolent, public, general, political or useful object, and to undertake and execute any trusts the undertaking whereof may be considered expedient, and either gratuitously or otherwise.
- (N) To act as managers, secretaries, directors, registrars or transfer agents of or for any other person, firm or company, and to provide transport, administrative, executive, secretarial, accounting, technical and other facilities or services (including the provision of office, factory, plant or other accommodation), to engage, employ and remunerate staff, to institute, manage and operate superannuation insurance and other schemes, and generally to perform any services or undertake any duties to or on behalf of and in any other manner to assist any person or company, and either without remuneration or on such terms as to remuneration as may be agreed.
- (O) To form, promote, finance or assist any other company, whether for the purpose of acquiring all or any of the undertaking, property and assets of the Company or

for any other purpose which may be considered expedient.

- (P) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription, of shares, stocks, debentures, bonds and other securities of any company on such terms as to remuneration and otherwise as may be considered expedient.
- (Q) To sell or otherwise dispose of the whole or any part of the business and/or assets of the Company or of any interests therein, either together or in portions, for such consideration and on such terms as may be considered expedient and in particular for shares, debentures or securities of any company purchasing the same.
- (R) To remunerate any person or company rendering services to the Company in any manner and to pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company and of any other company formed, promoted, financed or assisted by the Company, or which the Company shall consider to be in the nature of preliminary expenses in relation to the Company or any such other company, including the cost of advertising, commissions for underwriting, brokerage, printing and stationery and the legal and other expenses of the promoters.
- (S) To establish and maintain or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) or any retirement, redundancy, injury, death benefit or insurance funds, trusts, schemes or policies 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 undertaking or holding company of the Company or which is a subsidiary undertaking of any holding company or is allied to or associated with the Company or any such subsidiary undertaking or of any of the predecessors of the Company or any such other company as aforesaid, or who may be or have been directors or officers of the Company, or of any such other company as aforesaid, and the spouses, 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 interests and wellbeing of, the Company or of any other company as aforesaid or 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 and without prejudice to the generality of the foregoing to act either alone or jointly as trustee or administrator for the furtherance of any of the aforesaid purposes.
- (T) To set up, establish, support and maintain profit sharing or share purchase or share option schemes for the benefit of all or any employees or directors of the Company or of its subsidiary undertakings or associated companies and (without prejudice to the generality of the foregoing) to establish or maintain or contribute to any scheme or trust for or in relation to the purchase of, or subscription for, any fully or partly paid shares in the capital of the Company or its holding Company to be held by or for the benefit of employees or directors of the Company or (so far as for the time being permitted by law) any of the Company's subsidiary undertakings and associated companies and to lend money (so far as aforesaid) to any such employees or directors or to trustees of any trust whose

beneficiaries include such employees or directors to enable such employees directors or trustees to acquire shares of the Company or its holding company and to formulate and carry into effect any scheme for sharing profits with any such employees or directors.

- (U) To insure the life of any person or to insure against any accident to any person who may, in the opinion of the directors, be of value to the Company as having or holding for the Company interests, goodwill or influence or other assets and to pay the premiums on such insurance.
- (V) To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, employees or auditors of the Company, or of any other company which is its holding company or in which the Company or such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such other company or subsidiary undertaking are interested including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company, subsidiary undertaking or pension fund; and to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from any such liability.
- (W) To the extent permitted by law, to give, whether directly or indirectly, financial assistance for the purpose of the acquisition of shares of the Company or any holding company of the Company or for the purpose of reducing or discharging a liability incurred for the purpose of such an acquisition and to give such assistance by means of a gift, loan, guarantee, indemnity, the provision of security or otherwise.
- (X) To distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.
- (Y) To subscribe for, purchase, or otherwise acquire, hold, sell and deal with and dispose of, any shares, stocks, debentures, bonds, or other securities, obligations or investments of any nature whatsoever, or any options or rights in respect thereof, and to buy and sell foreign exchange and otherwise invest and deal with the money and assets of the Company.
- (Z) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with, all or any part of the property and rights of the Company.
- (AA) To pay for any property, assets or rights acquired by the Company, and to discharge or satisfy any debt, obligation or liability of the Company, either in

cash or in shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any other securities which the Company has power to issue, or partly in one way and partly in another, and generally on such terms as may be considered expedient.

- (BB) To accept payment for any property, assets or rights disposed of or dealt with or for any services rendered by the Company, or in discharge or satisfaction of any debt, obligation or liability to the Company, either in cash or in shares, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or in any other securities, or partly in one way and partly in another, and generally on such terms as may be considered expedient.
- (CC) To carry on any business or activity of any nature whatsoever which in the opinion of the Directors of the Company, may seem capable of being advantageously carried on in connection with or ancillary to any of the above businesses or calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects and to do all other things as may be incidental or conducive to the attainment of any of the objects of the Company.
- (DD) To procure the Company to be registered or recognised in any part of the world and to do all or any of the above things or matters in any part of the world, either alone or in conjunction with others, and either as principals, agents, contractors, trustees or otherwise and either by or through agents, contractors, trustees or otherwise.

It is hereby declared (1) that the expressions "subsidiary undertaking" and "holding company" where they appear in this clause shall have the meanings ascribed to those expressions by section 736 of the Companies Act 1985 respectively; (2) that, where the context so admits, the word "company" in this clause shall be deemed to include any partnership or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act 1985; and (3) that the objects specified in each of the sub-clauses of this clause shall be regarded as independent objects and accordingly shall in no way be limited or restricted (except where otherwise expressed therein) by reference to or inference from the terms of any other sub-clause or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each defined the objects of a separate and distinct company.

- 5. The liability of the members is limited.
- 6. The Company's share capital is £50,000 divided into 50,000 ordinary shares of £1 each.²

² By an ordinary resolution dated 31st October 1996 the authorised share capital of the Company was increased to £1,000,000 by the creation of an additional 950,000 ordinary shares of £1 each.

By a special resolution dated 30th January 1998 the share capital was re-designated as 900,000 ordinary shares of £1 each and 100,000 preference shares of £1 each.

By a special resolution dated 24th September 1998 the ordinary shares were sub-divided into 18,000,000 ordinary shares of 5p each and the preference shares were re-classified as ordinary shares and were sub-divided into 2,000,000 ordinary shares of 5p each.

By a special resolution dated 26 March 2001 the authorised share capital of the Company was increased to
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£2,000,000 by the creation of an additional 20,000,000 ordinary shares of 5p each.

By a special resolution dated 15 May 2002 the authorised share capital of the Company was increased to £3,250,000 by the creation of 25,000,000 ordinary shares of 5p each.