

COMPANIES (JERSEY) LAW 1991
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
NOVENTA LIMITED

1. The name of the company is Noventa Limited (the "**Company**").
2. The share capital of the Company is £31,000,000 divided into 3,000,000,000 ordinary shares of £0.008 each and 7,000,000 preference shares of £1.00 each.
3. The liability of a member arising from his holding of a share in the Company is limited to the amount (if any) unpaid on it.
4. The Company shall exist until dissolved by special resolution or otherwise according to law.
5. The Company is a public company.
6. The Company is a par value company.