

THE COMPANIES ACTS 1948 TO 1976

Declaration of compliance with
the requirements of the
Companies Acts 1948 to 1976 on
application for registration
of a companyPursuant to section 15 (2) of the Companies Act 1948 as
amended by the Companies Act 1976

For official use

1507693

Please do not
write in this
binding marginPlease complete
legibly,
preferably in
black type or
bold black
lettering.
*Delete if
inappropriate.

Name of Company

W. G. EATON (WINDING)

Limited*

I, BRIAN DESMOND WAKEof Bank House 8 Cherry Street Birmingham B2 5JYdo solemnly and sincerely declare that I am a Solicitor of the Supreme Court
engaged in the formation

of

W. G. EATON (WINDING)

Limited*

and that all the requirements of the Companies Acts 1948 to 1976 in respect of
matters precedent to the registration of the said company and incidental thereto
have been complied with. And I make this solemn Declaration conscientiously
believing the same to be true and by virtue of the provisions of the
Statutory Declarations Act 1835Declared at H. S. Cannon Street, Birminghamthe 26th day of JuneOne thousand nine hundred and eighty
before me Jiana H. Watson

A Commissioner for Oaths

Presentor's name, address
and reference (if any):Messrs. Wragge & Co.,
Bank House
8 Cherry Street,
Birmingham B2 5JY

Ref. 021/277/RGM

For official use
General section

Post room

†Please indicate
whether you are
a Solicitor of
the Supreme
Court (or in
Scotland "a
Solicitor")
engaged in the
formation of
the company,
or a person
named in the
statement
delivered under
section 21 of the
Companies Act
1976 as a director
or secretary of the
company.†For Notary
Public or Justice
of the Peace or
Solicitor having
the powers
conferred on a
Commissioner
for Oaths.

Number of Company:

The Companies Acts 1948 to 1976

1507693/3

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

W.G. EATON (WINDING) LIMITED



1. The name of the Company is "W.G. Eaton (Winding) Limited". ✓

2. The registered office of the Company will be situate in England. ✓

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

- (1) (a) as rewinders of fine ferrous and non-ferrous wire for use in the electrical and general engineering trade
 - (b) electrical, mechanical and general engineers, manufacturers and dealers in engineering specialities of all kinds
 - (c) installers, maintainers, repairers of and dealers in electrical and electronic appliances and apparatus, equipment and stores of every description
- (2) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to the Company's business or which in their opinion will enhance the value of or render profitable any of the Company's property or assets
- (3) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any land, buildings, easements, rights, privileges, concessions, patents, know-how, licences, secret processes, machinery, plant, stock-in-trade, and any other real or personal property of any kind for the purposes of or in connection with the Company's business or any branch or department thereof
- (4) To construct any shops, offices, warehouses, workshops, factories or other buildings or structures, roads, railways, port or harbour



installations, runways or landing strips, plant, machinery and equipment, and to execute and carry out civil engineering works of all kinds for the purposes of the Company's business

- (5) To apply for, register, purchase, or by any other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, inventions, brevets d'invention, licences, secret processes, trade marks, designs, copyrights, concessions, franchises, confidential information, know-how, computer systems and programs and any and all types of computerised data and information and to disclaim, alter, modify, use and turn to account, and to manufacture under or grant licences or privileges in respect of, the same and to expend money in research upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire
- (6) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society
- (7) To mortgage and charge the undertaking and all or any of the real or personal property and assets, present or future, and all or any of the uncalled capital for the time being, of the Company and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, securities of every kind including debentures, debenture stock, loan stock and warrants to subscribe the same, whether or not convertible into any other security or share capital of the Company and whether or not secured by any form of charge on any assets of the Company and either permanent or redeemable or repayable, and collaterally or further to secure any such securities of the Company by a trust deed or other assurance
- (8) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly
- (9) To receive money on deposit or loan upon such terms as the Company may approve

- (10) To make advances or give credit to customers and others having dealings with the Company either with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and such others as aforesaid
- (11) To give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets, present and future, and uncalled capital of the Company, or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of, and the dividends or interest on any securities of any Company, firm or person wherever constituted or resident including debenture and loan stock, and in particular (but without limiting the generality of the foregoing) of any company which is for the time being the Company's holding company or subsidiary as defined by Section 154 of the Companies Act 1948 or another subsidiary as defined by the said section of the Company's holding company or otherwise associated with the Company in business
- (12) To grant pensions, allowances and gratuities to directors or ex-directors, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid and their dependants and to support or subscribe to any charitable trusts, funds or institutions, the support of which may, in the opinion of the Directors of the Company for the time being, benefit the Company or its employees and to institute and maintain any club or other establishment or profit-sharing scheme for the benefit of the Company or its directors or employees
- (13) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments
- (14) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities (other than the shares of the Company or its holding company (if any)) and in such manner as may from time to time be decided
- (15) To pay either wholly or in part for any property or assets acquired by the Company, either in cash or fully or partly paid up shares, with or without preferred or deferred or guaranteed

rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue and generally on such terms as the Company decides

- (16) To accept payment for any property or assets sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or other securities (which such company or corporation is empowered to issue) of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend, interest or repayment of capital or otherwise, or partly in cash and partly in shares or securities and generally on such terms as the Company decides, and to hold, dispose of or otherwise deal with any shares or securities so acquired
- (17) To enter into any partnership, joint-venture or arrangement for sharing profits, merger or amalgamation of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such person, firm or company
- (18) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which will in any manner advance the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of, and to guarantee the payment of the dividends, interest or capital of, any shares, stock or securities issued by, or any other obligations of, any such company
- (19) To purchase or otherwise acquire and manage all or any part of the business, property, assets, liabilities or transactions of any person, firm or company carrying on any business which this Company is authorised to carry on
- (20) To sell, improve, manage, develop, turn to account, exchange, let or hire on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit
- (21) To accept any securities which any company is empowered to issue in payment or part payment for services rendered or goods sold to or any debt owing from any such company

- (22) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner
- (23) 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, 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
- (24) To adopt such means of making known or advertising the business, products and services of the Company as may seem expedient
- (25) To procure the Company to be registered or recognised in any country or place outside the United Kingdom
- (26) To carry out all or any of the objects of the Company and to do all or any of the above acts matters or things and to exercise all or any of the above powers in any part of the world, and either as principals, agents, trustees or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees or otherwise
- (27) Generally to do all such other things as may appear to the Company to be incidental or conducive to the attainment of the above objects or any of them

And it is hereby declared that the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and that they shall not be limited or restricted by reference to or inference from any other such paragraph, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the object of a separate and distinct company.

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. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

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

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
Richard Mims Bank House 8 Cherry St Birmingham B2 5TX Articles Clerk. ✓	ONE
Michael T McGivalt Bank House 8 Cherry Street Birmingham Associate Legal Executive ✓	ONE

Dated this twelfth day of June 1980

Witness to the above Signatures:-

John J. Wake

Bank House

8 Cherry Street,

Birmingham

Solicitor

C O M P A N Y L I M I T E D B Y S H A R E S

ARTICLES OF ASSOCIATION

of

W.G. EATON (WINDING) LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A, Part II") shall apply to the Company.

2. Regulations 2, 3, 22, 24, 53, 79 and 89 to 95 inclusive of Part I of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A, Part I") shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, Part I, subject to the modifications hereinafter expressed, together with the regulations of Table A, Part II, shall constitute the regulations of the Company.

CAPITAL

3. The authorised share capital of the Company is £1,000 divided into 1,000 shares of £1 each.

4. Any preference shares may, with the sanction of a Special Resolution, be issued in accordance with the provisions of Section 58 of the Act, upon the terms that they are, or at the option of the Company are liable, to be redeemed.

5. Subject to the provisions of the preceding Article and of regulation 4 of Table A, Part I, all shares shall be issued upon such terms and conditions and with such rights, priorities and privileges or such restrictions as the resolution effecting the increase of capital shall prescribe, but, in the absence of any such prescription, all shares whether forming part of the existing or any increased capital shall be at the disposal of the Directors who may issue them, subject to regulation 2 of Table A, Part II, to such persons at such times and generally on such terms and conditions and with such rights, priorities and privileges or such restrictions as they may think proper; provided that no shares shall be issued at a discount except as permitted by Section 57 of the Act.

TRANSFER OF SHARES

6. The instrument of transfer of any share shall be signed by or on behalf of the transferor and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof provided that in the case of a partly paid share the instrument of transfer shall also be signed by or on behalf of the transferee.

LIEN

7. The lien conferred by regulation 11 of Table A, Part I, shall extend to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of several joint holders and shall be a first and paramount lien for all moneys and liabilities whether presently due and payable or not.

NOTICE OF GENERAL MEETINGS

8. The words and figures "regulation 134 of these regulations" shall be substituted for the words "the regulations of the Company" in regulation 50 of Table A, Part I.

9. At any General Meeting of the Company a poll may be demanded by one or more members present in person or by proxy and having the right to vote at the Meeting and paragraphs (b) (c) and (d) of regulation 58 of Table A, Part I shall be modified accordingly.

10. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in regulation 58 of Table A, Part I.

DIRECTORS

11. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two and regulation 75 of Table A, Part I shall be modified accordingly.

12. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A, Part I.

BORROWING POWERS

13. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND PROCEEDINGS OF DIRECTORS

14. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.

15. A Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, Part I, which paragraphs shall not apply to the Company.

16. The words of regulation 86 of Table A, Part I following sub-paragraph (c) shall not apply to the Company.

17. The Directors shall not be liable to retirement by rotation and accordingly the second sentence of regulation 97 of Table A, Part I shall not apply to the Company.

REMOVAL OF DIRECTORS

18. In addition and without prejudice to the provisions of Section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may, if thought fit, by Ordinary Resolution appoint another person in his stead.

NOTICES

19. In regulation 131 of Table A, Part I, the words "in the case of a notice of a meeting" and all the words after the words "the letter containing the same is posted" shall be omitted therefrom.

ALTERNATE DIRECTORS

20. Any Director may at any time appoint any person approved by the Board to be an alternate Director of the Company, and may at any time remove any alternate Director appointed by him from office. Any alternate Director so appointed shall not be entitled to receive any remuneration from the Company nor be required to hold any share qualification, but shall otherwise be subject to the provisions of these presents with regard to Directors. An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Board and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present, and (in the absence of his appointor from England) generally to perform all the functions of such appointor as a Director. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director. All appointments and removals of alternate Directors shall be effected by writing under the hand of the Director making or revoking such appointment left at the registered office of the Company.

WINDING UP

21. In regulation 135 of Table A, Part I, the words "with the like sanction" shall be inserted immediately before the words "determine how such division," and the word "members" shall be substituted for the word "contributories".

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Richard Milne

Bank House . 8 Cherry St.
Birmingham B2 5JY

Articled Clerk ✓

Michael T McGrath

Bank House
8 Cherry Street

Birmingham

Associate Legal Executive. ✓

Dated this twelfth day of June 1980

Witness to the above Signatures:-

David Wake ✓

Bank House

8 Cherry Street

Birmingham

Solicitor

Statement of first directors and secretary and intended situation of registered office

Pursuant to Sections 21 and 23(2) of the Companies Act 1976

Company number

1507693

S

Name of Company

W. G. Eaton (Winding)

Limited*

The intended situation of the registered office of the company
on incorporation is as stated below

61-63 Lower Essex Street, Birmingham B5 6SN

If the memorandum is delivered by an agent for the subscribers of
the memorandum, please mark 'X' in the box opposite and insert the
agent's name and address below

X

Wragge & Co., Bank House 8 Cherry Street, Birmingham B2 5JY

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statementPresentor's
reference (if any):

021/277/RGM

For official use

General section

Post room



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



Important
The particulars to be given are those referred to in section 21(2) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page before completing this part of the form.

Name (note 2)	PETER MASON WALL	Business occupation	Solicitor
Former name(s) (note 3)		Nationality	British
Address (note 4)	60 Westfield Road, Edgbaston Birmingham B15 3QQ	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
W. S. Deakin & Co. Ltd.		Sefton Developments Ltd	
Centreway Trust Ltd		Normid Insurance Brokers Ltd	
Centreway Ltd.		Millwich Estates Ltd	
George Whitehouse Engineering		W. G. Eaton Ltd	
Investments Limited		Hadrain Westfield Ltd	
George Whitehouse Investments Ltd			
Midland & Northern Ltd			
I hereby consent to act as director of the company named on page 1			
Signature		Date 11/6/80	

Name (note 2)	JENNIFER MARY WALL	Business occupation	Company Director
Former name(s) (note 3)		Nationality	British
Address (note 4)	60 Westfield Road, Edgbaston Birmingham B15 3QQ	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5) NONE			
I hereby consent to act as director of the company named on page 1			
Signature		Date 11/6/80	

Name (note 2)		Business occupation	
Former name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date	

Please do not
write in this
binding margin



Important
The particulars
to be given are
those referred to
in section 21(2)(b)
of the Companies
Act 1976 and
section 200(3) of
the Companies Act
1948. Please read
the notes on page 4
before completing
this part of the form

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	JENNIFER MARY WALL
Former name(s) (note 3)	EVANS
Address (notes 4 & 7)	60 Westfield Road, Edgbaston Birmingham B15 3QQ
I hereby consent to act as secretary of the company named on page 1	
Signature	Jennifer M. Wall Date 11/6/80

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

*as required by
Section 21(3) of
the Companies
Act 1976

Signed by or on behalf of the subscribers of the memorandum*

†delete as
appropriate

Signature Richard Mune. [Subscriber] ~~[Agent]~~ Date 11 June 1980

Signature Michael J. Smith [Subscriber] ~~[Agent]~~† Date 11 June 1980

FILE COPY



CERTIFICATE OF INCORPORATION

No. 1507693

I hereby certify that

W.G. EATON (WINDING) LIMITED

is this day incorporated under the Companies Acts 1948 to 1976 and that the
Company is Limited.

Given under my hand at Cardiff the

15TH JULY 1980

A handwritten signature in black ink, appearing to read 'F A Wilson'.

F A WILSON

Assistant Registrar of Companies