

106725

Company Number 106725

The Companies Acts 1948 to 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

HOTPOINT LIMITED

DATED 29 NOVEMBER 1994

At an Extraordinary General Meeting of the Company duly convened and held on 29 November 1994 the following resolution was passed:

SPECIAL RESOLUTION

"THAT the provisions of the Memorandum of Association of the Company be altered in the manner set out in the document marked "A" submitted to the meeting and, for the purposes of identification, signed by the Chairman thereof."

A. F. Greenham
Secretary



COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

HOTPOINT LIMITED

1. The name of the Company is "Hotpoint 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 the business of electricians, mechanical engineers, generators of, dealers in, and suppliers of electricity for the purposes of light, heat, motive power, or any other purpose, and manufacturers and dealers in all apparatus and things required for or capable of being used in connection with the generation, distribution, dealing in, supply, accumulation, and employment of electricity and of manufacturers, designers, suppliers, repairers and hirers of and dealers in every description of mechanical, electrical and nuclear machinery and apparatus;

* The name of the Company was changed from "Acme Washing Equipment Limited" to "British Domestic Appliances Service Limited" by Special Resolution passed 1 November 1972 and again subsequently to "Hotpoint Service Limited" by Special Resolution passed 3 June 1982, and subsequently by Special Resolution passed 14 March 1990 to "Hotpoint Limited".

- (AA) To undertake and carry into effect all such financial commercial trading and manufacturing operations and businesses in connection with the foregoing objects as the Company may think fit;
- (B) To carry on the business of gas engineers and makers of, dealers in, and suppliers of gas, oil, spirit or other things for the purposes of light, heat, motive power or any other purpose, and manufacturers of and dealers in all apparatus and things required for or capable of being used in connection with the manufacture, distribution, dealing in, supply, accumulation and employment of gas, oil, spirits or other such things as aforesaid;
- (C) The business of fitting up houses, offices, and other buildings with all necessary or useful cables, wires, accumulators, pipes, meters, lamps, stoves, furnaces, and other apparatus and accessories for the purposes of such supply, distribution, accumulation, and employment of electricity, gas, oil, spirits or such other things as aforesaid, and in like manner to supply and fit up public and private lamps, or other means of illumination and all other kinds of machinery and apparatus in which electricity or electric energy, gas, oil, spirit or such other things as aforesaid is or are capable of being used for or in connection with light, heat, or power, or for any other purpose;
- (D) To enter into and give effect to contracts for the supply by any person, Company, Municipality, or other Corporation being suppliers of electrical energy, gas, light, heat or power, either to the Company for the purpose of distribution by them, or direct to any of its customers, of electric energy, gas, light, heat or power on such terms as the Company may think fit;

- (E) To undertake the supply, laying and construction of cables, pipes and other works and things required for the generation, distribution or consumption of electric energy, gas, light, heat or power upon the terms of either immediate or deferred payments, and in connection therewith to guarantee to the undertakers from whom the same shall be so supplied, laid or constructed, agreed returns or profits upon the outlay so incurred, or upon such other terms as the Company may think fit;
- (F) To carry on any other business directly or indirectly connected with the supply or employment of electricity, gas, light, heat or power, or capable of being conveniently carried on in connection with any of the objects aforesaid, or calculated directly or indirectly to render profitable any of the property or rights of the Company;
- (G) To apply for, purchase, or otherwise acquire any inventions, letters patent, brevets d'invention, patent rights, licences, or concessions for or in relation to any invention, instrument, or appliances, or for the exercise of any method or process of manufacture or construction which may be used in the manufacture of any of the before-mentioned articles, or other apparatus, appliances, instruments, articles, and things in connection therewith, or in relation to or in connection with the generation, utilisation, storage, accumulation, distribution, transmission and employment of electricity, gas, oil, spirit, light, heat or power in all its applications or of any other power or any other inventions, letters patent, brevets d'invention, patent rights, licences, or concessions which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated, directly or indirectly, to benefit the Company, and to use, exercise, develop, grant licences in respect of, and otherwise turn to account the same;

- (H) To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purposes of this Company;
- (I) To enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint adventure, reciprocal concession or otherwise, with any person or company 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 as directly or indirectly to benefit this Company. And to lend money to, guarantee the contracts of, or otherwise assist, any such person or company, and to take or otherwise assist, any such person or company, and to take or otherwise acquire shares and securities of any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same;
- (J) To lend and advance money or give credit on any terms and with or without security to any person, firm or company, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the obligation by any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company);
- (K) To acquire and to hold any shares, stocks, debentures, debenture stocks, bonds, securities, obligations or other investments, rights or interests of or in any company or companies and to co-ordinate, finance and manage all or any part of the businesses and operations of any such companies;
- Inserted in lieu of the previous paragraph 3(J) by Special Resolution dated 29 November 1994. The previous paragraphs (J) to (W) were re-lettered (K) to (X).
- Inserted in lieu of original paragraph by Special Resolution dated 14 March 1990

- (L) To grant pensions, allowances, gratuities, donations, and bonuses to any officers or employees or ex-officers or ex-employees of the Company or of its predecessors in business or of its holding company or subsidiary companies (if any) or to the relations, connections or dependants of any such persons, and to establish or support any associations, institutions, clubs, building and housing schemes, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members and to subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object, or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (M) To promote any company or companies for the purpose of acquiring all or any of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company;
- (N) Generally to purchase, take on lease, or in exchange, hire, or otherwise acquire, any real and personal property, and any rights or privileges which the Company may think necessary or convenient for the purpose of its business, and in particular any land, buildings, easements, machinery, plant, and stock-in-trade;
- (O) To construct, maintain, and alter any buildings or works necessary or convenient for the purposes of the Company;
- (P) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined;
- Inserted in lieu of original paragraph by Special Resolution dated 19 March 1957.

- (Q) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of the debentures, or debenture-stock, perpetual or otherwise, charged upon all or any of the Company's property (both present and future) including its uncalled capital, and to purchase, redeem, or pay off any such securities;
- (R) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments;
- (S) To sell or dispose of the undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares (fully or partly paid), debentures, or securities of any other company having objects altogether or in part similar to those of this Company;
- (T) To obtain any Provisional Order or Act of Parliament, or any licence, order, or concession from the Board of Trade, or any local or municipal authority, 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 expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly, to prejudice the Company's interests;
- (U) To procure the Company or any company subsidiary thereto to be registered or recognised in any foreign country or place;
- (V) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, otherwise deal with all or any part of the property and rights of the Company;

(W) To do all or any of the above things as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others;

(X) To do all such other things as are incidental or conducive to the attainment of the above objects.

And it is hereby declared that the word "Company" in this clause, except where used in connection with this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and the intention is that the objects specified in each paragraph of the clause shall, except where otherwise explained in such paragraph, be in no wise restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of its Members is limited.

5. The capital of the Company is £10,000, divided into 10,000 shares of £1 each, of which 100 shall be Deferred Shares and shall have such rights as are attached thereto by the Articles of Association of the Company, and shall be allotted and issued as fully paid up shares in accordance with the provisions and the Articles of Association of the Company. The capital of the Company may be increased or reduced, and the whole or any part or parts of the original or increased capital may be issued either at par or at a premium, and subject to the provisions aforesaid as to the Deferred Shares with such preferential rights as to dividend or priority in the distribution of assets, and subject to such postponement of dividend or share in the distribution of assets as the Company shall determine.

NOTE: On the 1st April 1957 the share capital of the Company was £10,000, divided into 10,000 shares of £1 each. By an Ordinary Resolution passed on 14 March 1990 the share capital of the Company was increased to £5,010,000 by the creation of an additional 5,000,000 ordinary shares of £1 each ranking pari passu in all respects with the existing ordinary 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 Ordinary Shares taken by each Subscriber
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GEORGE von CHAUVIN 356 Caxton House Westminster, S W Telegraph Engineer	One
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WALTER WHEELER Caxton House Westminster S W Accountant	One
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J SNOW HUDDLESTON Caxton House Westminster S W Electrical Engineer	One
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Dated the 30th day of December, 1909

Witness to all the above signatures:-

FREDC. EDWD. WRIGHT
Dacre House
Victoria Street
Westminster S W

Solicitor

DOCUMENT "A"

PROPOSED AMENDMENTS TO THE COMPANY'S MEMORANDUM OF ASSOCIATION

The Company's Memorandum of Association be altered as follows:

(a) by inserting the following new sub-clause 3.(J):

"3(J) To lend and advance money or give credit on any terms and with or without security to any person, firm or company, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the obligation by any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company)."

(b) by re-lettering the existing sub-clauses 3(J) to (W) inclusive as (K) to (X) respectively.

A. J. Graham.