Certificate

Form No. 41

THE COMPANIES ACTS 1908 to 1917.

A 5s. Companies' Registration Fee Stamp to be *impressed* here.

DECLARATION of Compliance with the requirements of the Companies (Consolidation) Act 1908, on behalf of a Company proposed to be registered as

British Sangamo Company

REGISTERED 57754 9 APR 1921

LIMITED.

Pursuant to Section 17 (2) of the Companies (Consolidation) Act 1908.

Presented for filing by

Linklaters & Paines

6 Frederick's Place

E.C.2

The Solicitors' Law Stationery Society, Limited, 22 Chancery Lane, W.C. 2; 29 Walbrook, E.C. 4; 49 Bedford Row, W.C. 1; 6 Victoria Street, S.W. 1;
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.
Companies Form 6c.—365.21-4-21

I, Leonard Wilberforce Croft,

of 2 Bond Court, Walbrook, in the City

of London

(a) Here insert: "A Solicitor of the High Court engaged in the formation." or "'A Director' or 'Secretary named in the Articles of Association."

Do solemnly and sincerely declare that I am (a) a Solicitor of the High Court, engaged in the formation

of British Sangamo Company

Limited, and that all and every the requirements of the Companies (Consolidation) Act 1908, 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 1835."

Declared at 7 Walbrook

in the City of London

the 7th day of August

One thousand nine hundred and four

Leonard W. Croft.

Before me,

Norman Robertson

A Commissioner for Oaths.

No. of Certificate

Form No. 25.

British Sangamo COMPANY, LIMITED.

STATEMENT of the Nominal Capital made pursuant to s. 112 of 54 and 55 Vict., ch. 39, Stamp Act, 1891, as amended by s. 7 of 62 and 63 Vict., ch. 9 (Finance Act, 1899). (NOTE.—The Stamp Duty on the Nominal Capital is Five Shillings for every £100 fraction of £100.)

of the Finance Act 1920

Inserted

REGISTERED
57752
9 APR 1921

This statement is to be filed with the Memorandum of Association, or other Document, when the Company is registered.

Presented for registration by

Linklaters & Paines

2 Bond Court, E.C.

REGISTRATION

(A & S 4545 [7093] 5000 1 08v

NOTE.—This margin is reserved for binding, and must not be written across.

The NOMINAL CAPITAL of ~~the~~ _____

British Sugar Company, Limited,

is £ 10,000 , divided into 10000 shares of £ 1

each.

Signature Linklaters & Paines

Description Solicitors for the Company.

Date 7th April, 1921.

Form No 25.

THE COMPANIES ACTS, 1908 TO 1917.

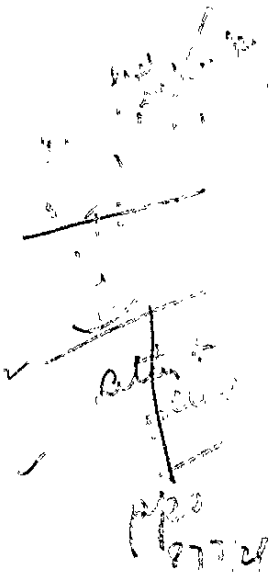
COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

British Sangamo Company,

LIMITED.



REGISTERED
57755
9 APR 1921

1. The name of the Company is "BRITISH SANGAMO COMPANY, 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 engage in, develop, establish and carry on all branches of the trades or businesses of mechanical, electrical and general engineers and manufacturers, suppliers and fitters of and dealers in all descriptions of apparatus, machinery appliances, accessories removable or fixed parts and things required for or capable of being used in connection with the generation, distribution, supply, accumulation and employment of electricity.

(B) To apply for, or join in applying for, purchase or by other means acquire and protect, prolong and renew, any letters patent, patent rights, *brevets d'invention*, licences, protections and concessions, which may appear likely to be advantageous or useful to the Company, and to sell, dispose of, or use and turn to account and deal with and in, and to 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.

(C) To undertake and execute any contracts for works involving the manufacture or supply of all kinds of engineering and other materials, accessories and appliances for all or any of the aforesaid or other purposes, and to carry out any ancillary or other works comprised in such contracts, and to supply technical or other advisers or managers to any manufactory, business, corporation, company or person.

(D) To purchase, take on lease or in exchange, hire, charter, or otherwise acquire, build, erect, construct or extend any lands, hereditaments, property or premises, whether of freehold, leasehold, or any other tenure, and any buildings, easements, rights and privileges, ships, and real and personal property of any kind whatsoever necessary or convenient for the Company's business, or for developing or utilising any of the Company's property, or which may be considered capable of being profitably dealt in by the Company.

(E) To enter into any contracts or arrangements with any Government or authority, supreme, municipal, local or otherwise, or with any incorporated company, person or persons that may seem conducive to the Company's objects, or any of them, and to obtain from any such Government, authority, company, person or persons, any rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

(F) To apply for, promote, and obtain any Act of Parliament, Provisional Order or Licence of the Board of Trade or other 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.

(G) To sell, let, exchange, develop, improve, dispose of or otherwise deal with the undertaking or all or any part of the property, rights or privileges of the Company upon any terms, with power to accept any shares, stock, debentures, debenture stock or securities of any kind, whether fully or partly paid, in payment or part payment for the same.

(H) To pay for any property acquired by the Company in shares, stocks, profit-sharing certificates, bonds, debentures, debenture stock or obligations of the Company, whether fully or partly paid.

(I) To purchase, subscribe for, underwrite or otherwise acquire, and to hold the shares, stocks, bonds, debentures, debenture stock or other securities or obligations. whether fully or partly paid, of any company in the United Kingdom or elsewhere, or the stocks or securities of any Government or State, whether British, Colonial or foreign, which it may deem conducive to the interests of the Company to acquire, and to sell or exchange the same, or, upon a distribution of assets or division of profits, to distribute the same amongst the Members or any class or classes of Members of this Company in specie.

(J) To procure the Company to be registered or recognised in accordance with the laws of any Dominion, Commonwealth, Colony or Dependency of Great Britain or in any Foreign Country, or otherwise to establish for the Company a legal domicile in any such Dominion, Commonwealth, Colony, Dependency or Country.

(K) To borrow or raise money and receive money on deposit, and for the purpose of securing the same and interest, or for any other purpose, including the securing of any debt or any contract of indemnity or guarantee

or other obligation or liability of or binding upon the Company, to mortgage or charge the undertaking or all or any part of the property of the Company, present or future (including its uncalled capital), and to create, issue, make, draw, accept and negotiate perpetual or redeemable debentures or debenture stock, bills of exchange, promissory notes or other securities, obligations or negotiable instruments, secured or not secured upon the whole or any part of the Company's property and undertaking and to establish and provide sinking and reserve funds for redemption or payment of debentures, debenture stock or other obligations and liabilities.

(L) To lend money or give credit, with or without security, to any person, firm or company, and in particular to any person, firm or company, any of whose shares, stock, debentures, debenture stock or other securities it may have acquired or which may have dealings with the Company, and to give any guarantee, continuing or otherwise, for the payment or securing of moneys or overdrafts, or the performance of any obligation, undertaking or contracts by any person, firm or company.

(M) To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on any business similar, analogous or subsidiary to any of the objects of this Company, or capable of being conducted so as directly or indirectly to benefit this Company, or possessing any property suitable for the purposes of this Company.

(N) To promote, facilitate and subscribe to any public or private work or undertaking offering facilities and advantages for the purposes of this Company, and to acquire and hold and to dispose of shares or other interests therein.

(O) To amalgamate or enter into partnership, or any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise, with any person, firm, association, authority 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.

(P) To promote any other company for the purpose of acquiring all or any of the property and liabilities of this Company, or of advancing directly or indirectly the objects or interests thereof, and to underwrite, guarantee the subscription of, take and otherwise acquire and hold, sell and deal in shares, stock, debentures, debenture stock or securities of any such company, and to guarantee the payment of, or the dividends or interest upon any shares, stocks, debentures, debenture stock or other securities issued by any such company.

(Q) To accumulate funds and invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.

(R) To pay all expenses of and in connection with the formation and registration of the Company, and the placing, selling or otherwise disposing of any of the shares, debentures or debenture stock or other securities or property of the Company or of any other company, or assisting so to do, or for procuring or obtaining settlements and quotations upon London or Foreign, Colonial or Provincial Stock Exchanges of any such shares or securities.

(S) To grant pensions, compensation or gratuities to any officers, employees or servants of the Company, or their wives, widows, children or relatives, or dependents, and to remunerate any Directors, officers or employees of the Company by a share in the profits thereof, and for that purpose to establish funds, make reserves and subscribe towards insurance and to contribute and make donations to exhibitions, hospitals and other public or charitable institutions or objects.

(t) To distribute any of the assets of the Company in specie, and either by way of dividend or upon any return of capital.

(u) To do any or all of the foregoing things as principals, trustees, agents, contractors or otherwise, or by or through trustees, agents, sub-contractors or otherwise, or in partnership or conjunction with any person, firm, association, authority or company, and in any part of the world.

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

The objects set forth in any sub-clause of this clause shall not, except when the context expressly so requires, be in anywise limited or restricted by reference to or inference from the terms of any other sub-clause, or by the name of the Company.

4. The liability of the Members is limited.

5. The Capital of the Company is £10,000, divided into 10,000 shares of £1 each. Any of the said shares for the time being unissued, and any new shares from time to time to be created, may from time to time be issued with such preferred, deferred or other special rights or such restrictions, whether in respect of dividend, voting, return of capital or otherwise, as the Company may from time to time by Extraordinary Resolution determine, but any special rights or privileges belonging to the holders of any shares issued with preferred or other special rights shall not be affected, modified, abrogated or dealt with, except with such sanction as is provided by the Articles of Association of the Company for the time being.

WE, the 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 opposite our respective names.

Names, Addresses and Descriptions of Subscribers.	Number of Shares taken by each Subscriber.
Lucas Bowen Banker Springfield Illinois	one
Robert C. Laughlin Electrical Manufacturer, Springfield, Illinois, U.S.A.	one
Emanuel Bellegrave Electrical Manufacturer Great Eastern Hotel London E.C. 3.	one

Dated the 7th day of April 1921.

Witness to the above Signatures—

Fred. K. Lawson
2 Bank Court E.C
Solicitor

THE COMPANIES ACTS, 1908 TO 1917.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

British Sangamo Company,

LIMITED.

REGISTERED
57756
9 APR 1921

TABLE "A."

1. Except as herein otherwise expressly provided, the Regulations in Table "A," being the First Schedule to the Companies (Consolidation) Act, 1908, shall apply to the Company.

CONSTITUTION OF THE COMPANY.

2. Unless and until the Company shall hereafter turn itself into a Public Company in the manner provided by Section 121, sub-section 2, of the Companies (Consolidation) Act, 1908, or in any other manner for the time being authorised by law, the Company shall be a Private Company, and accordingly no invitation shall be made to the public to subscribe for any shares or debentures of the Company, and the number of the Members of the Company (exclusive of persons in the employment of the Company and of persons who, having been formerly in the employment of the Company, were still in such employment and have continued after the determination of such employment to be Members of the Company), shall not at any time exceed fifty.

SHARES.

3. Clause 5 of Table "A" shall not apply to this Company.

TRANSFER AND TRANSMISSION OF SHARES.

4. No share in the Company shall be transferable except with the approval of the Directors to be testified by their registering a transfer thereof, and the Directors may accordingly, in their absolute discretion and without assigning any reason, refuse to register any transfer of any share, whether fully paid up or not, in any case where they think fit so to do.

SHARE WARRANTS.

5. Clauses 31 to 40 of Table "A" shall not apply to the Company.

PROCEEDINGS AT GENERAL MEETINGS.

6. One day's notice at the least (exclusive of the day on which the notice is served or deemed to be served) specifying the place, the day, and the hour of meeting, and, in the case of special business, the general nature of that business, shall be given in the manner mentioned in Table "A" to such persons as are under the regulations of the Company entitled to receive such notice, but the non-receipt of the notice by any Member shall not invalidate the proceedings at any General Meeting, and any Member may by writing under his hand waive notice of any meeting. In the case of a Special Resolution the two meetings may be called by one notice, and the notice convening the second meeting may be conditional upon the resolution being passed by the requisite majority at the first meeting, and Clause 49 of Table "A" shall be varied accordingly.

7. Clause 51 of Table "A" shall not apply to the Company, but in lieu thereof the following clause shall have effect :—

> No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business ; save as herein otherwise provided, two Members present in person or by proxy shall be a quorum.

DISQUALIFICATION OF DIRECTORS.

8. Clause 77 of Table "A" shall not apply. The office of a Director shall be vacated—

(A) If he becomes bankrupt or compounds with his creditors.

(B) If he be found lunatic or becomes of unsound mind.

(C) On the expiration of one month's notice in writing from such Director resigning his office or the earlier acceptance by the Company of such resignation.

Any Director may, notwithstanding his holding the office of Director or his fiduciary relation to the Company, occupy any place of profit under the Company other than that of Auditor, and may enter into or be interested in any contract or arrangement with or any operation or business undertaken by the Company, either in his individual capacity or as a member or director of any other company or of any partnership entering into contracts or having dealings with the Company, or in which it may be interested as a vendor, shareholder, or otherwise, and shall be at liberty to retain for his own absolute benefit all remuneration received by him as the holder of such place of profit or as a director or member of any such company or partnership as aforesaid, and all profits or benefits which he may derive, whether directly or indirectly under or by reason of any such contract, arrangement, operation or business, and he shall not be disqualified as a Director on account thereof. A Director may vote in respect of any contract or arrangement in which he is so interested as aforesaid. It shall be no objection to any contracts or arrangements entered into with the Company, whether at or after its incorporation, that the Directors or some of them were interested as vendors or promoters of the Company, or do not constitute an independent Board, and every Member of the Company present or future shall be deemed to have become a Member and to hold his shares on this basis.

POWERS AND DUTIES OF DIRECTORS.

9. Clause 73 of Table "A" shall not apply. The Directors may from time to time at their discretion raise or borrow any sum or sums of money for the purpose of the Company, and may secure the same in any manner authorised by the Memorandum of Association.

THE SEAL.

10. The Seal of the Company shall not be affixed to any instrument except by the authority of a Resolution of the Board

and save in the case of share and stock certificates shall be so affixed in the presence of one Director and of the Secretary or such other person as the Directors may appoint for the purpose, and such Director and Secretary or other person aforesaid shall sign every instrument to which the Seal is so affixed in their presence. Clause 76 of Table "A" shall not apply to the Company.

ALTERNATE DIRECTORS.

11. Any Director may from time to time and at any time appoint any person (not disapproved by a majority of the other Directors for the time being) to be an alternate Director of the Company, and may at any time remove any alternate Director so appointed by him from office. An alternate Director so appointed shall not be entitled to receive any remuneration from the Company nor be required to hold any share qualification. An alternate Director shall 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 generally to perform all the functions of his appointor as a Director in the absence of such appointor. An alternate Director may be removed from office by Resolution of the Board and 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 under this Article shall be effected by writing under the hand of the Director making the same and left at the office.

WINDING UP.

12. If the Company shall be wound up the Liquidator may, with the sanction of an Extraordinary Resolution of the contributories, divide amongst the contributories in specie the whole or any part of the assets of the Company, and may with the like sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the Liquidator with the like sanction shall think fit.

INDEMNITY.

13. The Directors, Managing Directors, Agents, Auditors, Secretary and other officers for the time being of the Company

and the Trustees (if any) for the time being acting in relation to any of the affairs of the Company and every of them and every of their heirs, executors and administrators shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their, or any of their heirs, executors or administrators shall or may incur or sustain by or by reason of any act done, concurred in, or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts, except such (if any) as they shall incur or sustain through or by their own wilful neglect or default respectively, and none of them shall be answerable for the acts, receipts, neglects or defaults of the other or others of them, or for joining in any receipt for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the Company shall or may be lodged or deposited for safe custody, or for the insufficiency or deficiency of any security upon which any moneys of or belonging to the Company shall be placed out or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts or in relation thereto, except the same shall happen by or through their own wilful neglect or default respectively.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Thos. Evans
Easton Springfield Ill USA

Roberto C. Laufelwin,
Electrical Manufacturer,
Springfield, Illinois, U.S.A.

Seaman & Myers
Electrical Manufacturers
Great Eastern Hotel Liverpool
E.L.3.

Dated the 7th day of April, 1921.

Witness to the above Signatures—

Fred. W. Kinnon
Land Court Clerk
Solicitor.

Number of Certificate

Form No. 59.

THE COMPANIES ACTS 1908 to 1917.

THE TRADING WITH THE ENEMY AMENDMENT ACT 1914.

Declaration

REQUIRED DURING THE CONTINUANCE OF THE PRESENT WAR BEFORE REGISTRATION OF A JOINT STOCK COMPANY.

(Pursuant to Section 9, Sub-Section (1) (a), of The Trading with the Enemy Amendment Act 1914.)

REGISTERED
57753
9 APR 1921

British Sangamo Company

Limited.

Presented for filing by—

Linklaters & Paines

2 Bow Churchyard

E.C.4

The Solicitors' Law Stationery Society, Ltd., 22 Chancery Lane, W.C.2, 27 & 28 Walbrook, E.C.4, 49 Bedford Row, W.C.1, 6 Victoria Street, S.W.1.
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

COMPANIES FORM 1c.—18.5-11-20. W116

I, Edward William Wright

of 2 Bond Court, Walbrook in the City

of London,

a Solicitor of the Supreme Court, do solemnly and sincerely declare that I am engaged in the formation of

British Bargains Company 2

LIMITED,

and that the said Company is not formed for the purpose or with the intention of acquiring the whole or any part of the undertaking of a person, firm, or company, the books and documents of which are liable to inspection under Sub-Section (2) of Section 2 of "The Trading with the Enemy Act 1914. And I make this solemn Declaration conscientiously believing the same to be true, and by virtue of the provisions of The Statutory Declarations Act 1835.

Declared at Walbrook

in the ~~County~~ City of London

this 7th day of April

One thousand nine hundred and twenty one

Before me,

Norman Robertson

~~A~~ Commissioner for Oaths.

Edward W. Wright

DUPLICATE FOR THE FILE.

No. [illegible]

Certificate of Incorporation

I Hereby Certify, That ~~the~~ British Sangamo Company, Limited

is this day Incorporated under the Companies Acts, 1908 to 1917, and that the Company is Limited.

Given under my hand at London this Ninth day of April

One Thousand Nine Hundred and Twenty-one

Fees and Deed Stamps £ 7.15.-

Stamp Duty on Capital £ 100.-.-

Registrar of Joint Stock Companies.

Certificate received by D. Whittingham for

Linklaters & Paines

2 Bond St. E.C.4

Date 13 April 21