

THE COMPANIES ACTS 1948 TO 1980

Declaration of compliance with the requirements on application for registration of a company

Pursuant to section 3(5) of the Companies Act 1980

41a

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block
lettering*Insert full
name of company

For official use

Company number

--	--	--	--

1641421

Name of company

WESTINGHOUSE SIGNALS LIMITED

I, ADOLPHUS WILLIAM PATERSONof 14 Dominion Street, London, EC2M 2RJ

†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
as director or
secretary of the
company in the
statement
delivered under
section 21 of the
Companies Act
1976

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

and that all the requirements of the Companies Acts 1948 to 1980
in respect of the registration of the said company and of matters
precedent 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 14 Ropemaker Street London EC2

Signature of Declarant

the 27th day of AprilOne thousand nine hundred and eighty-twobefore me Gudfrey C. WrothamA Commissioner for Oaths or Notary Public or Justice of the Peace
or Solicitor having the powers conferred on a Commissioner for OathsPresenter's name, address and
reference (if any):

Simmons & Simmons
14 Dominion Street,
London, EC2M 2RJ
Ref: 6/A.3210/AWP

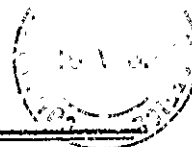
For official use

New companies section

Post room



152



The Companies Acts, 1948 to 1981

1641421/3

COMPANY LIMITED BY SHARES

Memorandum of Association



of WESTINGHOUSE SIGNALS LIMITED

1. The name of the Company is "WESTINGHOUSE SIGNALS 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 businesses of mechanical, electrical, electronic, general and consulting engineers, and of designers and manufacturers of and dealers in signalling, telecommunications and other systems, appliances, apparatus and equipment for the operation, control, protection, supervision, movement and management of, or for use on or in connection with, railways, railway trains, locomotives and rolling stock, road and other vehicles and mobile machinery, and of designers and manufacturers of and dealers in other mechanical, electrical and electronic systems, appliances, apparatus and equipment of every description.
 - (B) To act as managers or agents for any person, firm or company in relation to the carrying on of any business which this Company is authorised to carry on.
 - (C) To carry on directly or indirectly any other business whatsoever which can in the opinion of the Directors be conveniently or advantageously carried on in connection with or in addition to any of the businesses which this Company is authorised to carry on, or is calculated

MID.
142187
£306
P/4



directly or indirectly to enhance the value of or render more profitable any of the Company's property, rights or businesses for the time being.

- (D) To acquire and undertake the whole or any part of the business, property and liabilities of any company carrying on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.
- (E) To enter into partnership or any arrangement for sharing profits or joint adventure with any company carrying on or about to carry on any business which this Company is authorised to carry on, or any business capable of being conducted so as directly or indirectly to benefit the Company, and to acquire or join in acquiring any such business, and to amalgamate with any other company having objects altogether or in part similar to those of this Company.
- (F) To pay for any business, property or rights acquired or agreed to be acquired by the Company and generally to satisfy any obligation of the Company by the issue or transfer of shares of this or any other company credited as fully or partly paid up, or of debentures or other securities of this or any other company.
- (G) To obtain or acquire by application, purchase, licence or otherwise, and to exercise and use and grant licences to others to exercise and use patent rights, brevets d'invention, copyrights, concessions or protection in any part of the world for any invention, mechanism or process, secret or otherwise, and to disclaim, alter or modify such patent rights as aforesaid and also to acquire, use and register trade marks, trade names, registered or other designs, rights of copyright or other rights or privileges in relation to any business for the time being carried on by the Company.
- (H) To promote or assist in or contract with any person or company for the promotion of 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, and to take or otherwise acquire and hold shares, debentures or other securities of any such company and to subsidise or otherwise assist any such company, and to procure the registration or incorporation of any such company in or under the laws of any place in the world.
- (I) To establish agencies and branches and appoint agents and others to assist in the conduct or extension of the Company's business, and to regulate and discontinue the same.

- (J) To purchase, take on lease or in exchange, hire, subscribe for or otherwise acquire, and to hold and deal with any property, real or personal, and any interests, rights, privileges or obligations of or in any company.
- (K) To sell, exchange, let, develop, dispose of, or otherwise deal with the undertaking, or all or any part of the property of the Company, upon such terms and for such price or other consideration of any kind as the Company may think fit.
- (L) To borrow and secure the payment of money in such manner and on such terms as the Company may deem expedient and to mortgage or charge the undertaking and all or any part of the property and rights of the Company, present or future, including uncalled capital, and to issue, whether as primary, collateral or other security, on such terms as may be thought expedient, debentures or debenture stock, perpetual or redeemable, mortgages, charges and other securities and obligations.
- (M) To lend money either with or without security to any person or company, and to guarantee the performance of any contracts, obligations or engagements by any person or company, and generally to give guarantees and indemnities of every description.
- (N) To deposit or receive the deposit of money, securities and property with or from any person or company and upon any terms.
- (O) To guarantee support or secure, with or without consideration, whether by personal covenant or by mortgaging or charging or creating a lien upon the whole or any part of the undertaking property and assets (present and future) and uncalled capital of the Company or by any of such methods the performance of the obligations of and the repayment or payment of the principal amounts of and premiums interest and dividends on any securities of any person firm or company including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's Holding Company (within the meaning of Section 154 of the Companies Act 1948) or other subsidiary (within the meaning of the said Section) of the Company's Holding Company or is otherwise associated in business with the Company.
- (P) To acquire any lands or buildings or interests therein of any tenure or description, and any rights, or privileges, in connection therewith, by purchase, lease, concession, grant, licence, exchange or otherwise and to hold, deal with and dispose of the same and exercise and enforce all rights and powers conferred by or incident to the tenure or ownership thereof.

- (Q) To enter into any contracts in relation to and to construct, erect and maintain, alter, pull down or restore, alone or jointly with any other company or person, roads, sewers, factories, buildings of all kinds and all other works, erections and things of any description whatsoever either upon the lands acquired by the Company or upon other lands, and generally to alter or improve the lands and other property of the Company.
- (R) To subscribe for, underwrite, purchase or otherwise acquire, and to hold, dispose of and deal in shares, stocks and securities of any other company, whether British or foreign, or of any country, state, dominion, colony or government.
- (S) To make, draw, accept, endorse, negotiate, discount, buy, sell and deal in bills, notes, warrants and other negotiable, transferable or mercantile instruments.
- (T) To invest or otherwise deal with any moneys of the Company in any manner and upon any terms.
- (U) To contract to receive, retain or require fees or remuneration in any form in respect of any services provided to any person or company and to remunerate or make donations to any person or company for services rendered or to be rendered to the Company.
- (V) To distribute among the Members or any class or classes of Members of the Company in specie any property of the Company.
- (W) To give or award, pensions, annuities, gratuities and superannuation or other allowances or benefits to any persons who are or have at any time been directors of or employed by or in the service of the Company or of any company which is a subsidiary of or allied or associated with the Company or any such subsidiary or any persons in whose welfare the Company or any such other company as aforesaid is or has been interested, and to the wives, widows, children and other relatives and dependants of any such persons, and to set up, establish, support and maintain pension, superannuation and other funds or schemes (whether contributory or non-contributory) and to make payments towards insurance or other payments (either in connection with any such fund or scheme or otherwise) for the benefit of such persons or any of them or any class of them, and to support or subscribe to any charitable funds or institutions, the support of which may be calculated directly or indirectly to benefit the Company or its officers or employees, and to institute and maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the

Company or its officers or employees, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

- (X) To subscribe or guarantee money for any exhibition or for any charitable, benevolent, public, general or useful object and to do any of the matters aforesaid either alone or in conjunction with any other company.
- (Y) To adopt such means of making known the business of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books or periodicals, or by granting prizes, rewards and donations.
- (Z) To pay all preliminary expenses of the Company and any company promoted by the Company or any company in which the Company is or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by the Company.
- (AA) To enter into any arrangements with any Government or authority whether imperial, supreme, municipal, local or otherwise, or with any company, that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, authority or company any charters, contracts, decrees, rights, grants, loans, privileges or concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with the same.
- (BB) To take all necessary or proper steps in Parliament or with any authority whether national, local, municipal or otherwise of any place in which the Company may have interests, and to carry on any negotiations or operations for the purpose of carrying out the objects of the Company directly or indirectly or effecting any modification in the constitution of the Company or furthering the interests of its Members, and to oppose any such steps taken by any other company or person which may be considered likely directly or indirectly to prejudice the interests of the Company or its Members.
- (CC) To do all or any of the above things in any part of the world as principals or agents, contractors, trustees or otherwise and by or through trustees, attorneys or agents and either alone or in conjunction with others, and to procure the Company to be registered or recognised in any foreign country or place.
- (DD) To do all such other things as are incidental or may be thought conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this Clause, except where used in reference to this Company, shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere, and that the objects specified in each paragraph of this Clause, except where otherwise expressed in such paragraph, shall be separate and independent main objects of the Company and shall not be limited or restricted by reference to or inference from the terms of any other paragraph or 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.

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 opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS

Number of Shares
taken by each
Subscriber.

Adolphus William Petersen
14, Dominion Street,
London EC2M 2RJ.
Solicitor.

One

Desek Gordon Wicks,
14, Dominion Street,
London EC2M 2RJ.
Solicitor.

One.

DATED the 26th day of April 1982.

WITNESS to the above signatures:-

Lynda Jane Pissay
14 Dominion Street
London EC2M 2RJ.
Secretary.

1641421/4

The Companies Acts, 1948 to

COMPANY LIMITED BY SHARES

Articles of Association

of WESTINGHOUSE SIGNALS LIMITED

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 as amended (hereinafter called "Table A") shall apply to the Company so far as the same are not excluded or varied hereby, or inconsistent herewith.
2. The Company is a private company and accordingly no shares or debentures of the Company may be offered to the public.
3. The Directors are generally and unconditionally authorised for the purposes of Section 14 of the Companies Act 1980 to exercise the power of the Company to allot relevant securities up to a maximum nominal amount equal to the Company's authorised capital at the date of its incorporation, and this authority will expire five years from that date, but so that the Company may at any time before it expires make an offer or agreement which would or might require relevant securities to be allotted after it expires. Subsections (1), (6) and (7) of Section 17 of the Companies Act 1980 are excluded in their application in relation to allotments of equity securities made pursuant to the authority aforesaid or any variation or renewal thereof.
4. At a general meeting a proxy for a corporation may vote on a show of hands.
5. The number of Directors shall be not less than two and regulation 75 of Table A shall be varied accordingly.

6. No shareholding qualification shall be required by Directors and regulation 77 of Table A shall be varied accordingly.

7. The Directors may from time to time appoint one or more of the Directors to any executive office or employment, and may confer upon any Director any of the powers exercisable by the Directors, for such period (subject to Section 46 of the Companies Act 1980) and on such terms as they may think fit, and may also continue any person appointed to be a Director in any executive office or employment held by him before he was so appointed. The remuneration of a Director for such executive office or employment shall be determined by the Directors, and may be of any description, and (without limiting the generality of the foregoing) may include participation in any employees' profit participation fund.

8. A person may be appointed or elected as a Director whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

9. The whole of the proviso to regulation 79 of Table A shall be excluded.

10. Without restricting the generality of their powers the Directors may give or award pensions, annuities, gratuities and superannuation or other allowances or benefits to any persons who are or have at any time been Directors of or employed by or in the service of the Company or of any company which is a subsidiary company of or allied or associated with the Company or any such subsidiary or any persons in whose welfare the Company or any such other company as aforesaid is or has been interested, and to the wives, widows, children and other relatives and dependants of any such persons, and may set up, establish, support and maintain pension, superannuation and other funds or schemes (whether contributory or non-contributory) and make payments towards insurance or other payments (either in connection with any such fund or scheme or otherwise) for the benefit of such persons or any of them or any class of them, and so that any Director shall be entitled to receive and retain for his own benefit any such pension, annuity, gratuity, allowance or other benefit (whether under any such fund or scheme or otherwise) and shall be counted in any quorum of Directors and may vote as a Director in respect of the exercise of any of the powers by this Article conferred upon the Directors, notwithstanding that he is or may be or become interested therein.

11. The office of a Director shall be vacated if he be requested to resign by a notice in writing signed by all the other Directors.

12. None of the Directors shall be subject to retirement by rotation and regulations 89 to 93 inclusive of Table A shall be excluded and regulations 94, 95 and 97 thereof shall be varied accordingly. Regulation 95 shall also be varied by excluding the provision that a Director appointed by the Directors thereunder shall hold office only until the next following annual general meeting.

13. Without prejudice to the power of the Company under Section 184 of the Act to remove a Director by Ordinary Resolution, the Company may by Extraordinary Resolution remove any Director and may by Ordinary Resolution appoint another Director in his stead.

14. If any Director shall be unable through illness or otherwise to attend any meeting of the Directors or shall be about to leave or shall have left the United Kingdom he may by writing under his hand appoint any other Director or appoint any person (who shall not require a share qualification or be entitled to receive any remuneration from the Company) to be alternate Director in his place and every such alternate Director shall, during such inability or absence of the Director appointing him, be entitled to attend and vote at meetings of the Directors, and generally shall have and exercise all the powers, rights, duties and authorities of the Director appointing him: Provided always that no such appointment of any person not being a Director shall be operative unless and until the approval of two-thirds of the Directors for the time being shall have been given. A Director may at any time revoke the appointment of an alternate Director appointed by him and (subject to such approval as aforesaid) appoint another person in his place, and if a Director shall die or cease to hold the office of Director the appointment of his alternate Director shall thereupon cease and determine. Any revocation under this Article shall be effected by notice in writing under the hand of the Director making the same and any such notice if left at the registered office of the Company shall be sufficient evidence of such revocation.

15. Every Director, Agent, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in paragraph (b) of the proviso to Section 205 of the Act) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by the said Section.

16. The Directors may appoint any person in the service or employment of the Company or any subsidiary of the Company to be a Special or Executive Director. The duties and tenure of office of a Special or Executive Director and his remuneration (if any) in respect of that office shall be determined from time to time by the Directors and he may at any time be removed from such office by the Directors. A person appointed to be a Special or Executive Director shall not thereby become or be deemed to have become a Director of the Company for any of the purposes of these Articles or of the Act. A Special or Executive Director shall not be entitled to attend any meeting of the Directors unless expressly invited by the Directors to do so, and shall not be entitled to vote at any such meeting. Save as aforesaid, a Special or Executive Director shall enjoy no other rights, privileges or powers other than those conferred upon him by virtue of his contract of employment or service.

17. The appointment of an employee to the office of Special or Executive Director shall not (save as otherwise agreed between him and the Company) affect the terms and conditions of his employment with the Company or any subsidiary thereof and he shall not be entitled to participate in the remuneration provided by regulation 76 of Table A.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Adolphus William Paterson
14, Dominion Street,
London EC2M 2RJ. ✓
Solicitor.

David Gordon Wicks,
14, Dominion Street,
London, EC2M 2RJ,
Solicitor.

DATED the 26th day of April 1982.

WITNESS to the above signatures:-

Lynda June Dwyer
14 Dominion Street
London EC2M 2RJ.
Secretary.



Please do not
write in this
binding margin

THE COMPANIES ACTS 1948 TO 1976

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

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

Form No. 1

1

Please complete
legibly, preferably
in black type, or
bold block lettering

Company number

1641421 5

Name of Company

WESTINGHOUSE SIGNALS

Limited*

* delete if
inappropriate

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

PEW HILL

CHIPPENHAM

WILTS

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

☐

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 statement

☐

Presenter's name, address and
reference (if any):

Simmons & Simmons
14 Dominion Street,
London, EC2M 2RJ
Ref: 6/A.3210/AWP

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)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	Business occupation
ROBERT ALBERT WILLFORD	CHAIRMAN
Former name(s) (note 3)	Nationality
Address (note 4)	BRITISH
"Dicketts", 33 Prospect, Corsham, Wilts.	Date of birth (where applicable) (note 6) 27.12.26
Particulars of other directorships (note 5) OPPERMAN GEARS LIMITED	
BRUSH POWER EQUIPMENT LIMITED	
HAWKER SIDDELEY RAIL LIMITED	
HAWKER SIDDELEY REVENUE CONTROLS LIMITED	
WESTINGHOUSE CUBIC LIMITED	
I hereby consent to act as director of the company named on page 1	
Signature	Date 13-4-82

Name (note 2)	Business occupation
DAVID JOHN NORTON	MANAGING DIRECTOR
Former name(s) (note 3)	Nationality
Address (note 4)	BRITISH
"Cradley", Days Lane, Kington Langley, Chippenham, Wilts.	Date of birth (where applicable) (note 6) 17.5.27
Particulars of other directorships (note 5) NIL	
I hereby consent to act as director of the company named on page 1	
Signature	Date 13.4.82

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

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Please do not
write in this
binding margin

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:

Important
The particulars
given are
referred to
section
(a) of the
Companies Act
and section
(b) of the
Companies Act
Please
read the notes
on page 4 before
completing this
part of the form.

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.

Name (notes 2 & 7)	
BRIAN MALCOLM KINLEY MOORE	
Former name(s) (note 3)	
Address (notes 4 & 7)	
6, Newlands Avenue, Radlett, Herts.	
I hereby consent to act as secretary of the company named on page 1	
Signature	<i>B. M. Kinley Moore</i> Date <i>13-4-82</i>

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 *[Signature]* [Subscriber] [Agent]† Date *26 April 1982*

Signature *[Signature]* [Subscriber] [Agent]† Date *26 April, 1982*

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1641421

I hereby certify that

WESTINGHOUSE SIGNALS LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as
a private company and that the Company is limited.

Given under my hand at Cardiff the 4TH JUNE 1982

A handwritten signature in black ink, appearing to be 'R. J. Jones', written over a horizontal line.

Assistant Registrar of Companies