

THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES

IKEDA HOOVER LIMITED  
(‘the Company’)

Company Number: 01944236

WRITTEN RESOLUTIONS REGARDING THE ADOPTION OF  
NEW ARTICLES OF ASSOCIATION

We JOHNSON CONTROLS AUTOMOTIVE (UK) LIMITED and JOHNSON CONTROLS KK being the sole members of the Company entitled to vote at a general meeting of the Company **RESOLVE** as Special Resolution and in accordance with Chapter 2 of Part 13 of the Companies Act 2006 the following

1. **THAT** the existing Articles of Association of the Company shall no longer apply to the Company and that in lieu thereof the new Articles of Association already prepared, a copy of which is annexed to this resolution and marked ‘AoA’ for the purposes of identification, be adopted by the Company
2. **THAT** the Company Secretary be and is instructed to immediately file a copy of this resolution along with the new Articles and Memorandum of Association with the Registrar of Companies, and to update the statutory books of the Company accordingly

Signature .....

Name (print)

Capacity

For and on behalf of

JOHNSON CONTROLS AUTOMOTIVE (UK) LIMITED

TUESDAY



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A18

21/02/2012

#378

COMPANIES HOUSE

Signature

Name (print) Yasushi Inoshita.

Capacity Representative Director

For and on behalf of

JOHNSON CONTROLS KK

Dated this 6th day of February 2012

We certify this to be a true copy of  
the document of which it purports  
to be a copy

By   
Pauline Square  
Solicitors  
100 Square  
London, Essex SS14 1BD

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PRIVATE COMPANY LIMITED BY SHARES

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Signature

Name (print) Jerome Dennis Okarma  
Capacity Director

For and on behalf of  
JOHNSON CONTROLS AUTOMOTIVE (UK) LIMITED

Dated this 6th day of February 2012

Signature . . . . .

Name (print) . . . . .

Capacity . . . . .

For and on behalf of  
JOHNSON CONTROLS KK

Dated this            day of            2011

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TUESDAY



A18            \*A1350TS0\*            #377  
21/02/2012  
COMPANIES HOUSE

We certify this to be a true copy of  
the document of which it purports  
to be a copy

*Palmer*  
Palmer Solicitors  
19 Town Square  
Basildon, Essex SS14 1BD

'A. A'

**THE COMPANIES ACT 1985**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**IKEDA HOOVER LIMITED**

Adopted by special resolution dated 6 February 2012

**PRELIMINARY – PRIVATE COMPANY**

- 1 The Company is a private company limited by shares. The regulations in Table A referred to in the Companies Act 1985 ("the Act"), and in force on the date of adoption of these Articles (hereinafter called Table A), shall apply to the Company so far as the same are not excluded or varied hereby or inconsistent herewith.

**INTERPRETATION**

- 2 References in Table A and in these Articles to "these regulations" shall be construed as reference to the regulations of the Company for the time being in force, whether contained in Table A or in these Articles. Regulations 24, 40, 41, 54, 58, 60, 61, 64, 73-81, 90 and 93 in Table A are hereby excluded.

**SHARE CAPITAL**

- 3 01 The share capital of the Company at the date of adoption of these Articles is £2,075,000 divided into 1,058,000 'A' shares of £1 each and 1,017,000 'B' shares of £1 each. Such shares shall entitle the holders hereof to the respective rights and privileges and subject them to the respective restrictions and provisions contained in these Articles, but save as otherwise provided by these Articles the 'A' shares and 'B' shares shall rank *pari passu* in all respects.
- 3 02 The company shall not save with the prior consent of the 'A' shareholders and the 'B' shareholders pursuant to Article 4 02 -
- (i) make any alteration to the Memorandum or Articles of Association of the Company or pass any resolution modifying or waiving the provisions thereof temporarily or for any specific reason,
  - (ii) offer, allot or issue any shares in the capital of the company,
  - (iii) increase, alter or reduce the authorised capital of the Company,
  - (iv) permit any change in the date on which any accounting reference period of the Company shall end,

- (v) promote or take any steps to effect its winding up or pass any resolution to liquidate it or resolve to have it wound up by the courts,
  - (vi) merge or consolidate with any other person or transfer any assets outside the ordinary course of business
- 4 01 If any class of shares shall be issued with any preferential right to dividend or return of capital, the creation or issue of further shares ranking *pari passu* with that class as regards either dividend or return of capital, shall (unless otherwise expressly provided by the terms of issue of the said class) be deemed a variation of the rights of the holders of that class of shares
- 4 02 If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be modified, varied, extended or surrendered only with the consent in writing of the holders of three-fourths of the issued shares of that class or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of the shares of the class To every separate General Meeting the provisions of these regulations relating to General Meetings shall *mutatis Mutandis* apply, provided that the necessary quorum shall be one person holding or representing by proxy one-third of the issued shares of the class, but so that every member of the class shall be entitled to one vote on a poll for every share of that class held by him and that any holder of shares of the class present in person or by proxy may demand a poll The Directors shall comply with the provisions of the Act as to forwarding a copy of any such Extraordinary Resolution to the Registrar of Companies
- 4 03 The rights conferred upon the holders of the shares of any class shall be deemed to be altered by the creation or issue of further shares ranking *pari passu* therewith

## **TRANSFER AND TRANSMISSION OF SHARES**

- 5 01 For the purpose of Articles 5 01 to 5 13 inclusive the following expressions shall have the following meanings -

"shareholder" or "holder of shares" shall include any person becoming entitled to be registered as the holder of a share in consequence of the death or bankruptcy of a member,

"Transfer Notice" shall mean a notice given by a prospective Transferor of shares under Article 5 04,

"shares offered" in relation to each Transfer Notice shall mean the shares the subject of the Transfer Notice,

"Vendor" shall mean the holder of the shares offered,

the "Referee" shall mean the Auditors of the Company,

"Transfer Price" shall mean the price of any share offered as fixed by the Vendor in the Transfer Notice or if no price be so fixed or if the shareholders (other than the shareholder offering the shares) so determine, the fair value of any share offered as certified by the Referee in accordance with Article 5 05,

"Allocation Notice" and "Purchaser" shall have the meanings ascribed in Article 5 09

- 5 02 The restriction on transfer contained in Article 5 03 (the pre-emption Cause) shall not apply to any transfer approved in writing by or made pursuant to any written agreement between the holders of all the 'A' shares and by the holders of all the 'B' shares
- 5 03 Save as provided by Article 5 02, no share shall be transferred to any person unless and until the rights of pre-emption hereinafter conferred shall have been exhausted and only then as permitted by Article 5 11
- 5 04 Any member (or other person entitled to transfer a share) who desires to transfer any share or shares otherwise than as permitted by Article 5 02 shall give notice in writing to the Company of such desire stating the number and class of shares desired to be transferred and stating (if the Vendor wishes) the price or prices which the Vendor fixes as the fair value of each of the shares offered
- 5 05 Such notice shall constitute the Company the Vendor's agents for the sale of the shares offered (or such of them as shall be allocated as hereinafter provided) to other shareholders at the price or prices (if any) so fixed by the Vendor or (if no price is so fixed by the Vendor or if the shareholders (other than the shareholder offering the shares) so determine) at the fair value of the shares offered (stated as a price per share for each class of shares) as certified by the Referee acting as an expert and not as an arbitrator on the basis of a sale of the shares offered as between a willing vendor and a willing purchaser on the assumption that the shares offered would be purchased on one lot by a purchaser who had no other interest in the Company and on the assumption that the Company would continue in business as a going concern
- 5 06 The Company shall as soon as it receives the Referee's Certificate serve a certified copy thereof on the Vendor's who may within seven days after such service withdraw the Transfer Notice and cancel the Company's authority to sell the shares offered by serving upon the Company his written undertaking to pay the cost of obtaining the Referee's Certificate and written notice of withdrawal Except with the consent of the Directors, a Vendor may not otherwise withdraw a Transfer Notice or cancel the Company's authority to sell
- 5 07 Within 14 days after the receipt of the Referee's Certificate or (in the circumstances that no Referee's Certificate is required) within 14 days after the receipt of the Transfer Notice, the Company shall give notice in writing to each shareholder (other than the Vendor) of the number

class and Transfer Price of each class of the shares offered inviting each shareholder to state in writing within 30 days from the date of the said notice whether he is willing to purchase any of each class of the shares offered and if so the maximum number thereof

- 5 08 At the expiration of the said period of 30 days the Directors shall allocate the shares offered amongst the shareholders who shall have notified their willingness to purchase in accordance with such invitation
- 5 081 If at the time there shall be only one class of shares in issue Articles 5 082 shall apply
- 5 082 If the number of the shares offered shall be equal to or more than the number of shares applied for, the shares offered shall be allocated amongst the Applicants in accordance with their applications and any balance may be dealt with by the Vendor in accordance with Article 5 11
- 5 083 If the number of the shares offered shall be less than the number of shares applied for, the shares offered shall be allocated amongst the Applicants proportionately according to their shareholdings provided that if this would result in the allocation to any applicant of a number of shares in excess of his application, the excess shall be re-allocated among the remaining Applicants on the same basis and this proviso shall apply to such re-allocation and if necessary the process shall be repeated until all the shares offered shall have been allocated
- 5 084 If at the time, there shall be more than one class of share in issue, the shares offered shall be allocated class by class as follows
- 5 085 The shares offered of a particular class shall be allocated first to Applicants holding shares of that class against their application for shares of that class
- 5 086 Any balance then remaining shall be allocated to Applicants not holding shares of that class against their applications for shares of that class
- 5 087 Any balance remaining after both such allocations may be dealt with by the Vendor in accordance with Article 5 11
- 5 088 If the number of shares of the particular class available for allocation under Articles 5 085 or 5 086 shall be insufficient to meet the number of shares of the class applied for by the relevant Applicants, the provisions of Article 5 083 shall apply on the basis that in the case of an allocation under Article 5 085, references in Article 5 083 to Applicants and their shareholdings shall be taken as references to Applicants holding shares of the class in question and to their holdings of such shares, and that, in the case of an allocation under Article 5 086, references in Article 5 083 to Applicants shall be taken as references to Applicants not holding shares of the class in question, and that in either case references in Article 5 083 to the shares offered shall be taken as references to the shares available for the allocation in question, and references to shares applied for shall be taken as references to shares of the class in question applied for

- 5 09 The Company shall forthwith give notice of each such allocation (hereinafter called an "Allocation Notice") to the Vendor and to each person to whom the shares have been allocated (hereinafter called "the Purchaser") and shall specify in such notice the place and time (being not earlier than 14 and not later than 30 days after the date of the Allocation Notice) at which the sale of the said shares so allocated shall be completed
- 5 10 The Vendor shall be bound to transfer the shares comprised in an Allocation Notice to the Purchaser against tender of the Transfer Price in accordance with the terms thereof and, if he makes default in so doing, the Company may receive the purchase money and the Directors may authorise some person to execute a transfer of such shares in favour of the Purchaser, and may cause the name of the Purchaser to be entered in the Register as the holder of such shares, and the Company shall hold the purchase money in trust for the Vendor. The receipt of the Company for the purchase money shall be a good discharge to the Purchaser and after his name has been entered in the Register, in purported exercise of the aforesaid power, the validity of the proceedings shall not save in the case of manifest error be questioned by any person. The Vendor shall in such case be bound to deliver up his certificate for the said shares, and on such delivery shall be entitled to receive the said purchase price, without interest, and if such certificate shall comprise any shares which he has not become bound to transfer as aforesaid the Company shall issue to him a balance certificate for such shares
- 5 11 If all the shares comprised in a Transfer Notice shall not be allocated under Articles 5 08 to 5 088 or if through any fault of a Purchaser the purchase of any shares in respect of which an Allocation Notice has been given shall not be completed in accordance with the terms thereof, the Vendor shall (at any time within six calendar months after either the last date for allocation under Article 5 08 or the expiration of the date specified for completion in the Allocation Notice as the case may be) be at liberty, subject to any other provisions of these Articles, to transfer the shares not so allocated or the purchase of which shall not have been so completed to any person and at any price not being less than the Transfer Price
- 5 12 If any Member shall die or shall be adjudged bankrupt, his personal representative or his trustee in bankruptcy as the case may be shall be bound forthwith to give to the Company a Transfer Notice in respect of all the Shares registered in the name of the Member, and in default of such Transfer Notice being given within one month of the date of the death or bankruptcy of the Member concerned, the personal representative or the trustee in bankruptcy as the case may be shall be deemed to have given such Transfer Notice at the expiration of the said period of one month and the provisions of the whole of this Article as modified as hereinafter mentioned shall apply accordingly and in any case the price at which the shares offered shall be allocated to the other shareholders shall (subject to any agreement to the contrary) be their fair value (stated as a price per share for each class of share) as certified by the Referee acting as an expert and not as an arbitrator (in accordance

with the criteria laid down in Article 5 05 hereof) and whose decision shall be final and binding and whose fees in so certifying shall be borne by the Company

- 5 13 The Directors in their absolute discretion and without assigning any reason therefore may decline to register any transfer of shares but the Board shall register any transfer (subject to proper stamping) effected in accordance with the preceding provisions of this Article (subject to the provisions of Article 5 14 hereof)
- 5 14 The Directors may refuse to register a transfer unless -
- (a) it is lodged at the office or at any such other place as the Directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer,
  - (b) it is in respect of only one class of shares, and
  - (c) it is in favour of not more than four transferees

#### **MEMBERS' RESOLUTIONS**

- 6 Subject to the Provisions of the Act, a resolution in writing signed by all the members of the Company who at the date of such resolution were entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held Any such resolution may consist of several documents in like form each signed by one or more of the members Each signature may be given personally or by a duly appointed attorney or in the case of a body corporate by an officer or by its duly authorised representative

#### **MEETINGS**

- 7 01 No business shall be transacted at any General Meeting unless a quorum of shareholders is present at the time when the meeting proceeds to business Save as herein otherwise provided two shareholders present in person or by proxy and holding or representing not less than 51 per cent of the 'A' shares for the time being issued and not less than 51 per cent of the 'B' shares for the time being issued shall be a quorum for all purposes A corporation being a member shall be deemed to be personally present at a General Meeting for the purpose of this Article if represented at such meeting by its representative duly authorised in accordance with Section 375 of the Act If within half an hour of the time appointed for the meeting a quorum is not present the meeting shall be adjourned for 14 days and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, two members present in person, whatever the class of shares held or represented, shall be a quorum



- 7 02 At any General Meeting a poll may be demanded by the Chairman or by any member entitled to vote in person or by proxy and regulation 46 of Table A shall be modified accordingly

## **VOTES OF MEMBERS**

- 8 Subject to any terms as to voting upon which any shares may be issued, or may for the time being be held, every shareholder present in person or by proxy shall have one vote on a show of hands, and on a poll every Member present in person or by proxy shall have one vote for every £1 in nominal amount of 'A' share Article of which he is the holder and one vote for every £1 in nominal amount of 'B' shares of which he is the holder provided that on any resolution for the removal of a 'B' Director from office every shareholder present in person or by proxy shall have two votes for every £1 in nominal amount of 'B' shares of which he is the holder and on any resolution for the removal of an 'A' Director from office any shareholder present in person or by proxy shall have two votes for every £1 in nominal amount of 'A' shares of which he is the holder

## **PROXIES**

- 9 Any instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve

## **DIRECTORS**

- 10 01 Unless fixed by the Company in general meeting, the minimum number of Directors shall be one, and the maximum number shall be six, all of whom shall be appointed in accordance with the provisions of the Articles of Association
- 10 02 The holders for the time being of a majority of the 'A' shares shall be entitled to appoint any three persons as Directors of the Company and remove any Director so appointed Each person holding office pursuant to this paragraph of this Article is herein called an 'A' Director
- 10 03 The holders for the time being of a majority of the 'B' shares shall be entitled to appoint any three persons to be Directors of the Company and remove any Director so appointed Each person holding office pursuant to this paragraph of this Article is herein called a 'B' Director
- 10 04 Every such appointment or removal of Directors under this Article shall be effected by notice in writing signed by the holders (or their attorneys) of the shares in respect of which such appointment or removal is effected and left at or sent by recorded delivery to the registered office of the Company and shall take effect immediately upon such delivery
- 10 05 The continuing Directors may act notwithstanding any vacancies in their number provided that the Board consists of at least two Directors one of whom is an 'A' Director and one of whom is a 'B' Director

- 10 06 Except in manner provided by Articles 10 02, 10 03 and 10 04 no person shall be appointed to fill any vacancy occurring in the office of Director and neither the Company in general meeting nor the Directors shall have power to fill any such vacancy Each Director shall hold office until he ceases to be a Director pursuant to the provisions of Article 13
- 10 07 A Director shall not require any share qualification and there shall not be any age limit for directors and sub-sections (1) to (6) of Section 293 of the Act shall not apply to the Company
- 10 08 Directors shall be entitled to receive notice of meetings whether or not absent from the United Kingdom, and Regulation 88 of Table A shall be modified accordingly

## **POWERS AND DUTIES OF DIRECTORS**

- 11 01 Subject to Articles 12 hereof the Directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and subject to Section 80 of the Act to issue debentures, debentures stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party
- 11 02 A Director who is in any way either directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 317 of the Act Subject to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is directly or indirectly interested (including in particular the appointment of himself or any other Director to any office or place of profit under the Company and the terms of any such appointment) and he shall be counted in reckoning whether a quorum is present Regulation 94 of Table A shall not apply
- 12 The Directors shall not resolve to do any of the following things save with the affirmative vote of at least one 'A' Director (or his alternate) and at least one 'B' Director (or his alternate) and the Company in General Meeting shall not resolve to do any of the following things save with the separate consent of both the 'A' shareholders and the 'B' shareholders pursuant to Article 4 02 hereof -
- (i) Do any acts or things which will affect a change in or alter the general nature of the business carried on by the Company
  - (ii) Enter into any agreement or authorise or permit any action whereby
    - (a) by the acquisition of shares or otherwise any company becomes a subsidiary of the Company, or
    - (b) by the disposal of shares or otherwise some other company ceases to be a subsidiary of the Company, or

- (c) the Company disposes or agrees to dispose of the whole of its assets and undertaking or substantially the whole thereof or agrees to merge or consolidate with or into any other company, or
  - (d) the Company borrows or agrees to borrow a sum which will mean that the aggregate borrowings of the Company exceed £10,000, or
  - (e) the Company purchases or sells or agrees to purchase or sell any fixed assets (including land or buildings)
  - (f) enters into any guarantee or contract whereby the Company will incur any commitment which involves or may involve the expenditure of more than £10,000, or
  - (g) the Company employs any person (including any Director) where the total emoluments of such person would exceed £16,000 or varies the terms of employment of any such employees
  - (h) recommend the payment of, or pay any dividend
- (iii) In the event that an A or a B Director has not been appointed by the A or B Shareholder, the absence of such appointment shall not affect the validity of actions taken by the board, when the number of directors is one

13 01 The office of any Director shall be vacated, if the Director

- (a) becomes bankrupt, or makes any arrangement or composition with his creditors generally, or
- (b) becomes incapable, by reason of mental disorder as defined by Section 1(2) of the Mental Health Act 1983, and the Directors resolve that he is incapable of properly exercising his functions as Director, or
- (c) resigns his office by written notice to the Company, or
- (d) is removed from office pursuant to Article 10, or
- (e) becomes prohibited from being a director by reason of any order made under Section 295 of the Act

13 02 The Directors shall not be required to retire by rotation

13 03 The quorum necessary for the transaction of business by the Directors shall be two Directors, of whom one shall be an 'A' Director or his alternate and one a 'B' Director or his alternate and Regulation 89 of Table A shall be modified accordingly

13 04 A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of Directors shall be as valid and

effectual as if it had been passed at a duly convened meeting of Directors Any such resolution may consist of several documents in like form each signed by one or more of the Directors

## **NOTICES**

- 14 A notice may be given by the Company to any member either personally or by sending it by post (by airmail if sent to a registered address outside the United Kingdom) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and shall be deemed to be effected at the expiration of 72 hours after the letter containing the same is posted or, if sent to a registered address outside the United Kingdom, at the expiration of the fifth business day after the letter containing the same is posted Regulation 112 of Table A shall not apply