

# Statutory Declaration of compliance with requirements on application for registration of a company

12

Please do not  
write in  
this margin

Pursuant to section 12(3) of the Companies Act 1985

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

To the Registrar of Companies

For official use

For official use

Name of company

\* Insert full  
name of Company

**SOUTHDART LIMITED**

I, Michael William Douglas  
of Crown House, 2 Crown Dale, London, SE19 3NQ

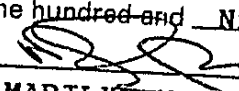
† delete as  
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†  
[person named as director or secretary of the company in the statement delivered to the registrar  
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the  
above company and of matters precedent and incidental to it 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 23a Brighton Road,  
South Croydon,  
Surrey

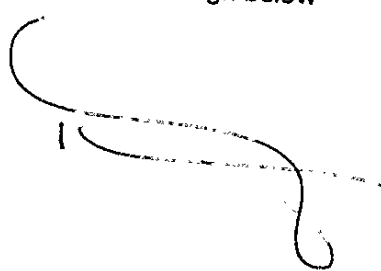
the Twenty Second day of July

One thousand nine hundred and Ninety Two

before me 

**MARILYN MCGUCKIN**  
A Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths.

Declarant to sign below



Presentor's name address and  
reference (if any):

**M. W. DOUGLAS & CO. LTD.**  
**CROWN HOUSE**  
**2, CROWN DALE**  
**LONDON SE19 3NQ**  
**TEL. 01-761-1176 TX 8813334**  
**FAX 01-761-7406 & 7933**

For official Use

New Companies Section

Post room



COMPANIES HOUSE

10

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

This form should be completed in black.

Company name (in full)

CN

2735715

For official use

SOUTHDART LIMITED

Registered office of the company on  
incorporation.

RO

CROWN HOUSE

2 CROWN DALE

Post town

County/Region

LONDON

Postcode

SE19 3NQ

If the memorandum is delivered by an  
agent for the subscribers of the  
memorandum mark 'X' in the box  
opposite and give the agent's name  
and address.

X

Name

M.W. DOUGLAS & COMPANY LIMITED

RA

CROWN HOUSE

2 CROWN DALE

Post town

County/Region

LONDON

Postcode

SE19 3NQ

Number of continuation sheets attached

To whom should Companies House  
direct any enquiries about the  
information shown in this form?

M.W. DOUGLAS & COMPANY LIMITED

CROWN HOUSE, 2 CROWN DALE

LONDON

Postcode SE19 3NQ

Telephone

Extension

**Company Secretary** (See notes 1 - 2)

Name

\*Style/Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Consent signature

**Directors** (See notes 1 - 5)*Please list directors in alphabetical order.*

Name

\*Style/Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Date of birth

Business occupation

Other directorships

\* Voluntary details

Consent signature

CS

M.W. DOUGLAS &amp; COMPANY LIMITED

AD

CROWN HOUSE

2 CROWN DALE

Post town

County/Region

LONDON

Postcode

SE19 3NQ

Country

ENGLAND

I consent to act as secretary of the company named on page 1

Signed

Date

22.7.92

CD

DOUGLAS NOMINEES LIMITED

AD

CROWN HOUSE

2 CROWN DALE

Post town

County/Region

LONDON

Postcode

SE19 3NQ

Country

ENGLAND

DO

Nationality

NA

UK REGISTERED

OC

LIMITED COMPANY

OD

NONE

I consent to act as director of the company named on page 1

Signed

Date

22.7.92



2735715

THE COMPANIES ACT 1985-1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

SOUTHDART LIMITED



1. The Company's name is Southdart Limited
2. The Company's registered office is to be situate in England and Wales.
3. a) The object of the Company is to carry on business as a general commercial company.  
b) Without prejudice to the object and powers of the Company pursuant to Section 3A of the Act the Company has power to do the following:
  - i) To carry on business of general merchants, importers, exporters, manufacturers' agents, mail order dealers, brokers and dealers, both wholesale and retail in raw materials generally, manufactured goods, metal goods, plastic goods, stationery, ironmongery, hardware, software, household goods, chemicals, drugs, furniture, carpets and floor coverings, jewellery, china, glass, gold and silver, and goods made from and of these materials and compounds, intermediates, derivatives and by-products thereof, food, sweets, confectionery and all articles of food for human consumption, farm produce, live and dead stock, animal foodstuffs, wines and spirits, clothing and wearing attire, fancy goods, cosmetics, natural and synthetic materials, textiles, rubber, leather, plastic, resins, vulcanite and goods manufactured either wholly or partly from and of these substances, industrial plant and machinery, scientific, chemical, optical and surgical instruments, photographic equipment, agricultural and horticultural goods and machinery, sanitary, heating, electrical, electronic and musical equipment, mechanically propelled vehicles and vessels of every description and generally all articles of commercial manufacturing, personal and household use and consumption, ornament and amusement and merchandise articles, commodities, materials and goods of every description whether manufactured or not, whether in a raw or natural state or in a processed state.

44101

- ii) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any of the above-specified objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- iii) To purchase or otherwise acquire and undertake all or any of the business, property and liabilities of any person or company carrying on or proposing to carry on any business which the Company is authorised to carry on or possessed of property suitable for the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
- iv) Generally to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property or any rights or privileges which the Company may think necessary or convenient with reference to any of these objects or capable of being profitably dealt with in connection with any of the Company's property or rights for the time being.
- v) To enter into partnership or into any arrangement for sharing profits, union of interests, 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 transactions which the Company is authorised to carry on or engage in or any business transaction capable of being conducted so as directly or indirectly to benefit the Company and to subscribe for, take or otherwise acquire shares or stock in or securities of and to subsidise or otherwise assist any such company and with or without guarantee to sell, hold, re-issue or otherwise deal with such shares, stocks or securities.
- vi) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company and to join with any person, firm or Company in doing any of the things aforesaid.
- vii) To enter into any arrangements with any Government or Authorities supreme, municipal, local or otherwise and to obtain from any such Government or Authority all rights, concessions, authorisations and privileges that may seem conducive to the Company's objects or any of them.
- viii) To obtain the grant of, purchase or otherwise acquire any concessions, contracts, grants, trade marks, rights, patents, privileges, exclusive or otherwise,

authorities, monopolies, undertakings or businesses, or any right or option in relation thereto, and to perform and fulfil the terms and conditions thereof, and to carry the same into effect, operate thereunder, develop, grant licences thereunder, and turn to account, maintain or sell, dispose of, and deal with the same in such manner as the Directors may think expedient.

- ix) To pay out of capital and debit to capital account the interest on any debentures, or other obligations of the Company, and to charge the same to capital as part of the cost of construction of any works carried out by the Company.
- x) To apply for, promote and obtain any Act of parliament, charter or order 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.
- xi) To promote any company or companies for the purpose of acquiring all or any of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other Company.
- xii) To enter into any arrangements on contracts with any person, firm or company for carrying on the whole or any part of the business of the Company, and to fix and determine the remuneration, which may be by way of money payment, allotment of shares (either fully or partly paid) or otherwise.
- xiii) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other Company formed or to be formed.
- xiv) To pay for any rights or property acquired by the Company, and to remunerate any person, firm or company rendering services to the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever, and to pay all or any of the preliminary expenses of the Company and of any Company formed or promoted by the Company.

- xv) To invest the monies of the Company not immediately required for any other purpose of the Company by the purchase of the shares or securities of any company or by the purchase of any interest in land or buildings or in such other manner as shall from time to time be considered expedient.
- xvi) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, monies or shares or the performance of contracts or engagements of any other company or person and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company having for its objects similar objects to those of this Company or any of them.
- xvii) To guarantee either by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets both present and future and uncalled capital of the Company, or by both such methods, the performance of any contract or obligation of any person, firm or company whatsoever.
- xviii) To draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, debentures, bills of lading, warrants and other negotiable or transferable instruments or securities.
- xix) To raise or borrow or secure the payment of money and to receive money on deposit or loan in such a manner and on such terms as may seem expedient and in particular by the issue of debentures or debenture stock whether perpetual or otherwise and whether charged upon the whole or any part of the property and rights of the Company both present and future including any uncalled capital or not so charged and to redeem, purchase or pay off any such securities.
- xx) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or endowments to any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid and the wives, widows, families and dependants of any such persons and also establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well being of the Company



or of any such other company as aforesaid and make payments to or towards the insurance of any such person and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

- xxi) To distribute among the members or any class or classes of members of the Company in specie any property of the Company.
- xxii) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- xxiii) To sell, exchange, let, develop, dispose of or otherwise deal with all or any part of the undertaking of the Company upon such terms and for such consideration as the Company may think fit and, in particular, for shares or debentures, debenture stock or other securities of any other company.
- xxiv) To do all or any of the above mentioned things in any part of the world and either as principals, agents, trustees or otherwise and either alone or in conjunction with others and either directly or by or through agents, sub-contractors or trustees.
- xxv) To do all such other things as are incidental or conducive to the attainment of the above mentioned objects.

And it is hereby declared that the objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference to the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company.

- 4. The liability of the Members is limited.
- 5. The Authorised Share Capital of the Company is £ 1,000 divided into 1,000 Ordinary 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
MICHAEL WILLIAM DOUGLAS Crown House, 2 Crown Dale, London, SE19 3NQ.  Company Director	ONE
RACHEL ROGAN Crown House, 2 Crown Dale, London, SE19 3NQ.  Company Director	ONE

Dated the 22nd day of July 1992

WITNESS to the above signatures:

LAURENCE ADAMS  
Crown House,  
2 Crown Dale,  
London, SE19 3NQ.

*L. S. Adams*

Company Formation Agent

THE COMPANIES ACT 1985-1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

SOUTHDART LIMITED

1. PRELIMINARY

1.1 The regulations of the Company shall consist of:

1.1.1 The Articles below

1.1.2 And the regulations contained in Table A in the Companies (Tables A-F) Regulations 1985 as amended by the Companies (Tables A-F) (Amendment) Regulations 1985 as varied and excluded by the articles below.

1.2 Terms defined in Table A shall have the same meaning in those articles.

1.3 The following regulations of Table A shall not apply to the Company: 24, 41, 64, 73 - 80 inclusive, 89, 94, 98 inclusive and 118.

2. ALLOTMENT OF SHARES

2.1 The Directors are generally and unconditionally authorised in accordance with Section 80 of the Act to exercise any power of the Company to allot shares in the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of 5 years from the date of incorporation.

2.2 The Directors may after the expiry of 5 years from the date of incorporation allot any shares in pursuance of an offer or agreement to do so made by the Company within that period.

2.3 Sections 89(1) and 90(1) to (6) inclusive of the Act shall not apply to the Company.

2.4 Shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to the member in proportion as nearly as may be to the number of the existing shares held by them

unless the Company in general meeting shall by special resolution otherwise direct.

The offer shall be made by notice specifying the number of shares offered and stating a period (not less than 14 days) within which the offer may be accepted. After the expiration of that period shares not accepted shall secondly be offered in the above proportion to the members who have accepted all shares offered to them; the second offer shall be made by notice on the same terms and state a similar period for acceptance as the first offer.

Any shares not accepted pursuant to the first offer or second offer or not capable of being offered except by way of fractions and any shares exempted from the provisions of this article by special resolution shall be under the control of the Directors who may allot grant options over or otherwise dispose of them to any persons on any terms and in any manner as they think fit provided that shares not accepted pursuant to the first offer or second offer shall not be disposed on terms which are more favourable than the terms on which they were offered to members.

### 3. TRANSFER OF SHARES

- 3.1 The Directors may in their absolute discretion and without giving any reason refuse to register the transfer of a share whether or not it is a fully paid share.

### 4. PROCEEDINGS AT GENERAL MEETINGS

- 4.1 Regulation 40 in Table A shall be construed as if the words "when the meeting proceeds to business" were added at the end of the first sentence.
- 4.2 If a quorum is not present within half a hour from the time appointed for a general meeting the meeting will stand adjourned to the same day in the next week at the same time and place or such time and place as the Directors may determine and if at the adjourned meeting a quorum is not present within half a hour from the time appointed for the adjourned meeting it shall be dissolved.

### 5. DIRECTORS

- 5.1 A person may be appointed and remain as a director irrespective of his age.
- 5.2 The number of directors shall be determined by the Company in general meeting but unless and until so fixed the minimum number of directors shall be one and there shall be no maximum number.

- 5.3 A sole director shall have authority to exercise all the powers and discretions contained in Table A or these Articles expressed to be vested in the directors generally.
- 5.4 The Directors may appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director provided that the appointment does not cause the number of Directors to exceed any number fixed in accordance with the Articles as the maximum number of Directors.
- 5.5 The Directors may from time to time fix a quorum necessary for the transaction of business at their meetings and unless so fixed the quorum shall be two except when there is one director only of the Company for the time being when the quorum shall be one.
- 5.6 The Directors may exercise the powers of the Company conferred by Regulation 87 of Table A to provide benefits for any director or member of his family.
6. THE SEAL
- 6.1 The Company shall not need a common seal for business conducted in England and Wales. A document signed by a director and the secretary or two directors and expressed to be executed by the Company shall have the same effect as if it were under the company seal.
7. INDEMNITY
- 7.1 Subject to Section 310 of the Act every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all costs charges expenses losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation to his office including any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under the act in which relief is granted to him by the damage or misfortune which may happen to be incurred by the Company in the execution of the duties of his office or in relation to his office.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

MICHAEL WILLIAM DOUGLAS  
Crown House,  
2 Crown Dale,  
London, SE19 3NQ.

Company Director

RACHEL ROGAN  
Crown House,  
2 Crown Dale,  
London, SE19 3NQ.

Company Director

Dated the 22nd day of July 1992

WITNESS to the above signatures:

LAURENCE ADAMS  
Crown House,  
2 Crown Dale,  
London, SE19 3NQ.

Company Formation Agent

*L. S. Adams*

FILE COPY



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

No. 2735715

I hereby certify that

**SOUTHDART LIMITED**

is this day incorporated under the Companies Act 1985 as  
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the 30 JULY 1992

*M. Rose*  
M. ROSE

an authorised officer

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

(Pursuant to S. 378 (2) of the Companies Act 1985)

OF

SOUTHDART LIMITED

Passed: 7th September 1992.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at: 2, Crown Dale, London, SE19 3NQ on the: 7th September 1992.

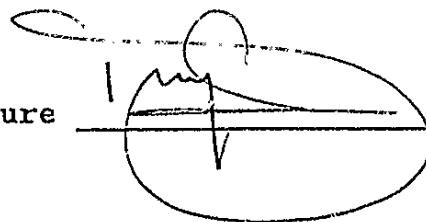
the subjoined SPECIAL RESOLUTION was duly passed, viz:-

RESOLUTION

That the name of the Company be changed to:

WHIRLPOOL HOLDINGS U.K. LIMITED

Signature



Note:- To be filed within 15 days after the passing of the Resolution.

M. W. DOUGLAS & CO. LTD.  
CROWN HOUSE  
2, CROWN DALE  
LONDON SE19 3NQ  
TEL. 01-761-1175 TX 8813334  
FAX 01-761-7486 & 7533





FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 2735715

I hereby certify that

—  
SOUTHDART LIMITED

having by special resolution changed its name,

is now incorporated under the name of

WHIRLPOOL HOLDINGS U.K. LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 16 SEPTEMBER 1992

*M. Rose*  
M. ROSE

an authorised officer

Company Number ..... 2735715

THE COMPANIES ACT 1985-1989

SPECIAL RESOLUTION

OF

SOUTHDART LIMITED

Passed: 7th September 1992 .

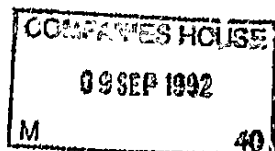
At an EXTRAORDINARY GENERAL MEETING of the members of the above-named company, duly convened and held on the 7th day of September 1992, the following Special Resolution was duly passed.

SPECIAL RESOLUTION

That the objects of the Company be altered by deleting the entire objects clause 3b) i) and inserting the following clause 3b) i) in place thereof.

- ia) To carry on business as a holding company and to hold all kinds of shares, securities, investments, stocks, bonds, debentures and debenture stock, life and insurance policies, rights, privileges, leases, under-leases and all types of real and personal property and to invest monies in all forms of business whether in the United Kingdom or abroad to the benefit of the Company and to act as finance and leasing specialists, buying and leasing vehicles, plant, machinery and equipment and to engage in all hire purchase, lease purchase and credit sale agreements.
- b) To carry on business as property "development and investment company and to purchase, lease, licence or otherwise acquire and hold industrial, commercial and residential properties and to carry out modernisation and conversion works thereto; to hold such properties as investments and to let out the same on tenancy or lease or to sell the same to the profit of the Company and to act as property managers, estate agents, mortgage brokers, accommodation agents and business transfer specialists.

Signature .....



**THE COMPANIES ACT 1985 - 1989**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM & ARTICLES OF ASSOCIATION**

**OF WHIRLPOOL HOLDINGS U.K. LIMITED**

**Incorporated 30th July 1992**

**Company No. 2735715**

---

**M. W. Douglas Company Services Limited**

Crown House, 2 Crown Dale, London SE18 3RQ

Telephone: 081-761 1176 (10 Lines)  
Fax: 081-761 7488/761 7988/766 6054/766 7377  
DX 34161 Norwood North

THE COMPANIES ACT 1985-1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

WHIRLPOOL HOLDINGS U.K. LIMITED

1. The Company's name is "Whirlpool Holdings U.K. Limited"
2. The Company's registered office is to be situate in England and Wales.
3. a) The object of the Company is to carry on business as a general commercial company.  
  
b) Without prejudice to the object and powers of the Company pursuant to Section 3A of the Act the Company has power to do the following:
  - ia) To carry on business as a holding company and to hold all kinds of shares, securities, investments, stocks, bonds, debentures and debenture stock, life and insurance policies, rights, privileges, leases, under-leases and all types of real and personal property and to invest monies in all forms of business whether in the United Kingdom or abroad to the benefit of the Company and to act as finance and leasing specialists, buying and leasing vehicles, plant, machinery and equipment and to engage in all hire purchase, lease purchase and credit sale agreements.
  - b) To carry on business as property development and investment company and to purchase, lease, licence or otherwise acquire and hold industrial, commercial and residential properties and to carry out modernisation and conversion works thereto; to hold such properties as investments and to let out the same on tenancy or lease or to sell the same to the profit of the Company and to act as property managers, estate agents, mortgage brokers, accommodation agents and business transfer specialists.

- ii) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any of the above-specified objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- iii) To purchase or otherwise acquire and undertake all or any of the business, property and liabilities of any person or company carrying on or proposing to carry on any business which the Company is authorised to carry on or possessed of property suitable for the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
- iv) Generally to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property or any rights or privileges which the Company may think necessary or convenient with reference to any of these objects or capable of being profitably dealt with in connection with any of the Company's property or rights for the time being.
- v) To enter into partnership or into any arrangement for sharing profits, union of interests, 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 transactions which the Company is authorised to carry on or engage in or any business transaction capable of being conducted so as directly or indirectly to benefit the Company and to subscribe for, take or otherwise acquire shares or stock in or securities of and to subsidise or otherwise assist any such company and with or without guarantee to sell, hold, re-issue or otherwise deal with such shares, stocks or securities.
- vi) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company and to join with any person, firm or Company in doing any of the things aforesaid.
- vii) To enter into any arrangements with any Government or Authorities supreme, municipal, local or otherwise and to obtain from any such Government or Authority all rights, concessions, authorisations and privileges that may seem conducive to the Company's objects or any of them.
- viii) To obtain the grant of, purchase or otherwise acquire any concessions, contracts, grants, trade marks, rights, patents, privileges, exclusive or otherwise,

authorities, monopolies, undertakings or businesses, or any right or option in relation thereto, and to perform and fulfil the terms and conditions thereof, and to carry the same into effect, operate thereunder, develop, grant licences thereunder, and turn to account, maintain or sell, dispose of, and deal with the same in such manner as the Directors may think expedient.

- ix) To pay out of capital and debt to capital account the interest on any debentures, or other obligations of the Company, and to charge the same to capital as part of the cost of construction of any works carried out by the Company.
- x) To apply for, promote and obtain any Act of parliament, charter or order 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.
- xi) To promote any company or companies for the purpose of acquiring all or any of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other Company.
- xii) To enter into any arrangements on contracts with any person, firm or company for carrying on the whole or any part of the business of the Company, and to fix and determine the remuneration, which may be by way of money payment, allotment of shares (either fully or partly paid) or otherwise.
- xiii) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other Company formed or to be formed.
- xiv) To pay for any rights or property acquired by the Company, and to remunerate any person, firm or company rendering services to the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever, and to pay all or any of the preliminary expenses of the Company and of any Company formed or promoted by the Company.

- xv) To invest the monies of the Company not immediately required for any other purpose of the Company by the purchase of the shares or securities of any company or by the purchase of any interest in land or buildings or in such other manner as shall from time to time be considered expedient.
- xvi) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, monies or shares or the performance of contracts or engagements of any other company or person and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company having for its objects similar objects to those of this Company or any of them.
- xvii) To guarantee either by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets both present and future and uncalled capital of the Company, or by both such methods, the performance of any contract or obligation of any person, firm or company whatsoever.
- xviii) To draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, debentures, bills of lading, warrants and other negotiable or transferable instruments or securities.
- xix) To raise or borrow or secure the payment of money and to receive money on deposit or loan in such a manner and on such terms as may seem expedient and in particular by the issue of debentures or debenture stock whether perpetual or otherwise and whether charged upon the whole or any part of the property and rights of the Company both present and future including any uncalled capital or not so charged and to redeem, purchase or pay off any such securities.
- xx) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or endowments to any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid and the wives, widows, families and dependants of any such persons and also establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well being of the Company

or of any such other company as aforesaid and make payments to or towards the insurance of any such person and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

- xxi) To distribute among the members or any class or classes of members of the Company in specie any property of the Company.
- xxii) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- xxiii) To sell, exchange, let, develop, dispose of or otherwise deal with all or any part of the undertaking of the Company upon such terms and for such consideration as the Company may think fit and, in particular, for shares or debentures, debenture stock or other securities of any other company.
- xxiv) To do all or any of the above mentioned things in any part of the world and either as principals, agents, trustees or otherwise and either alone or in conjunction with others and either directly or by or through agents, sub-contractors or trustees.
- xxv) To do all such other things as are incidental or conducive to the attainment of the above mentioned objects.

And it is hereby declared that the objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference to the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company.

- 4. The liability of the Members is limited.
- 5. The Authorised Share Capital of the Company is £ 1,000 divided into 1,000 Ordinary 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
MICHAEL WILLIAM DOUGLAS Crown House, 2 Crown Dale, London, SE19 3NQ.  Company Director	ONE
RACHEL ROGAN Crown House, 2 Crown Dale, London, SE19 3NQ.  Company Director	ONE

Dated the 22nd day of July 1992

WITNESS to the above signatures:

LAURENCE ADAMS  
Crown House,  
2 Crown Dale,  
London, SE19 3NQ.

Company Formation Agent

THE COMPANIES ACT 1985-1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

WHIRLPOOL HOLDINGS U.K. LIMITED

1. PRELIMINARY

1.1 The regulations of the Company shall consist of:

1.1.1 The Articles below

1.1.2 And the regulations contained in Table A in the Companies (Tables A-F) Regulations 1985 as amended by the Companies (Tables A-F) (Amendment) Regulations 1985 as varied and excluded by the articles below.

1.2 Terms defined in Table A shall have the same meaning in those articles.

1.3 The following regulations of Table A shall not apply to the Company: 24, 41, 64, 73 - 80 inclusive, 89, 94, 98 inclusive and 118.

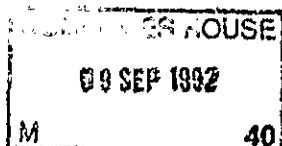
2. ALLOTMENT OF SHARES

2.1 The Directors are generally and unconditionally authorised in accordance with Section 80 of the Act to exercise any power of the Company to allot shares in the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of 5 years from the date of incorporation.

2.2 The Directors may after the expiry of 5 years from the date of incorporation allot any shares in pursuance of an offer or agreement to do so made by the Company within that period.

2.3 Sections 89(1) and 90(1) to (6) inclusive of the Act shall not apply to the Company.

2.4 Shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to the member in proportion as nearly as may be to the number of the existing shares held by them



unless the Company in general meeting shall by special resolution otherwise direct.

The offer shall be made by notice specifying the number of shares offered and stating a period (not less than 14 days) within which the offer may be accepted. After the expiration of that period shares not accepted shall secondly be offered in the above proportion to the members who have accepted all shares offered to them; the second offer shall be made by notice on the same terms and state a similar period for acceptance as the first offer.

Any shares not accepted pursuant to the first offer or second offer or not capable of being offered except by way of fractions and any shares exempted from the provisions of this article by special resolution shall be under the control of the Directors who may allot grant options over or otherwise dispose of them to any persons on any terms and in any manner as they think fit provided that shares not accepted pursuant to the first offer or second offer shall not be disposed on terms which are more favourable than the terms on which they were offered to members.

### 3. TRANSFER OF SHARES

- 3.1 The Directors may in their absolute discretion and without giving any reason refuse to register the transfer of a share whether or not it is a fully paid share.

### 4. PROCEEDINGS AT GENERAL MEETINGS

- 4.1 Regulation 40 in Table A shall be construed as if the words "when the meeting proceeds to business" were added at the end of the first sentence.
- 4.2 If a quorum is not present within half a hour from the time appointed for a general meeting the meeting will stand adjourned to the same day in the next week at the same time and place or such time and place as the Directors may determine and if at the adjourned meeting a quorum is not present within half a hour from the time appointed for the adjourned meeting it shall be dissolved.

### 5. DIRECTORS

- 5.1 A person may be appointed and remain as a director irrespective of his age.
- 5.2 The number of directors shall be determined by the Company in general meeting but unless and until so fixed the minimum number of directors shall be one and there shall be no maximum number.

5.3 A sole director shall have authority to exercise all the powers and discretions contained in Table A or these Articles expressed to be vested in the directors generally.

5.4 The Directors may appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director provided that the appointment does not cause the number of Directors to exceed any number fixed in accordance with the Articles as the maximum number of Directors.

5.5 The Directors may from time to time fix a quorum necessary for the transaction of business at their meetings and unless so fixed the quorum shall be two except when there is one director only of the Company for the time being when the quorum shall be one.

5.6 The Directors may exercise the powers of the Company conferred by Regulation 87 of Table A to provide benefits for any director or member of his family.

## 6. THE SEAL

6.1 The Company shall not need a common seal for business conducted in England and Wales. A document signed by a director and the secretary or two directors and expressed to be executed by the Company shall have the same effect as if it were under the company seal.

## 7. INDEMNITY

7.1 Subject to Section 310 of the Act every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all costs charges expenses losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation to his office including any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under the act in which relief is granted to him by the Company in the execution of the duties of his office or in relation to his office.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

MICHAEL WILLIAM DOUGLAS  
Crown House,  
2 Crown Dale,  
London, SE19 3NQ.

Company Director

RACHEL ROGAN  
Crown House,  
2 Crown Dale,  
London, SE19 3NQ.

Company Director

Dated the 22nd day of July 1992

WITNESS to the above signatures:

LAURENCE ADAMS  
Crown House,  
2 Crown Dale,  
London, SE19 3NQ.

Company Formation Agent

**G**

## COMPANIES FORM No. 224

**224****Notice of accounting reference date  
(to be delivered within 9 months of  
incorporation)**Please do not  
write in  
this marginPursuant to section 224 of the Companies Act 1985  
as inserted by section 3 of the Companies Act 1989Please complete  
legibly, preferably  
in black type, or  
bold block letteringTo the Registrar of Companies  
(Address overleaf)

Company number

2735715

Name of company

\* WHIRLPOOL HOLDINGS UK LIMITED

\* insert full name  
of companygives notice that the date on which the company's accounting reference period is to be treated as  
coming to an end in each successive year is as shown below:**Important**  
The accounting  
reference date to  
be entered along-  
side should be  
completed as in the  
following examples:

Day Month

3 1 1 2

5 April  
Day Month

0 5 0 4

30 June  
Day Month

3 0 0 6

31 December  
Day Month

3 1 1 2

‡ Insert  
Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

Signed



Designation‡ Company Secretary Date 4/11/92

Presenter's name address  
telephone number and reference (if any)Stoneham Langton & Passmore  
Stoneham House,  
17 Scarbrook Road,  
Croydon CR0 1SQ.Ref, ATN  
Tel. No 081 681 2231For official use  
D.E.B

Post room

COMPANIES HOUSE  
05 NOV 1992  
M. 52

**G****Notice of increase  
in nominal capital****123**

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company Number

--	--	--

2735715

Name of company

Whirlpool Holdings UK Limited

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 30 September 1992 the nominal capital of the company has been increased by £9000.00 beyond the registered capital of £1000.00.

A copy of the resolution authorising the increase is attached.

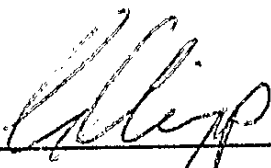
The conditions (eg voting rights, dividend rights, winding-up rights etc) subject to which the new shares have been or are to be issued are as follow:

That the capital of the Company be increased to £10,000.00 by the creation of 9,000 Ordinary Shares of £1.00 each, such shares to rank pari passu in all respects with the existing share capital of the Company.

Please tick if continuation  
sheet(s) are attached

☐

Signed



Designation

Company

Secretary

Date

1/10/1992

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

Stoneham Langton & Passmore  
Stoneham House  
17 Scarbrook Road  
CROYDON  
CRO 1SQ

Ref. ATN  
CHAPP

For official use  
General section

Post room

COMPANIES HOUSE  
05 NOV 1992  
M 52

Company No. 2735715

COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

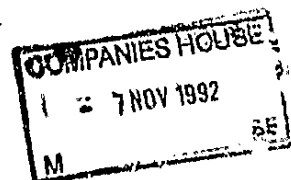
---

SPECIAL RESOLUTION of WHIRLPOOL HOLDINGS UK LIMITED passed the 30th day of September 1992 at an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held on the above date the following resolution was duly passed as a Special Resolution of the Company:-

RESOLUTION

That the authorised share capital of the Company be hereby increased from £1,000 to £10,000 by the creation of 9,000 Ordinary Shares of £1 each.

.....  
Chairman



SR-WH  
22.9.92



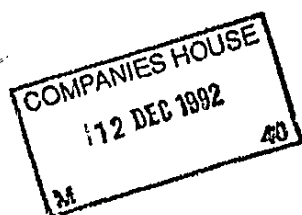
COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

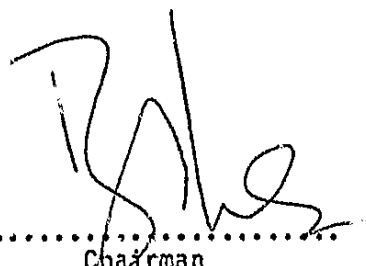
---

SPECIAL RESOLUTIONS of WHIRLPOOL HOLDINGS UK LIMITED passed the day of 2nd December 1992 at an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held on the above date the following resolutions were duly passed as Special Resolutions of the Company:-

RESOLUTIONS

1. That the authorised share capital of the Company be hereby increased from £10,000 to £12,000,000 by the creation of 3,990,000 Ordinary Shares of £1 each and 8,000,000 Redeemable Ordinary Shares of £1 each.
2. That the Memorandum and Articles of Association of the Company be amended and the enclosed draft submitted to this meeting and initialled by the Chairman is hereby approved and adopted as the Memorandum and Articles of Association of the Company in substitution for the existing Memorandum and Articles of Association.



  
.....  
Chairman

THE COMPANIES ACT, 1985

COMPANY LIMITED BY SHARES

# Memorandum

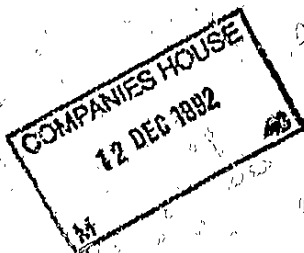
and

# Articles of Association

OF

WHIRLPOOL HOLDINGS U.K. LIMITED

Incorporated



Stoneham Langton Passmore  
17 Seabrook Road  
Croydon CR0 1SQ

Registered No. 2735715

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION

of

WHIRLPOOL HOLDINGS U.K. LIMITED

1. The name of the company (hereinafter called "the Company") is WHIRLPOOL HOLDINGS U.K. LIMITED.
2. The registered office of the Company will be situated in England and Wales.
3. The objects for which the Company is established are:
  - 3.1 to carry on the business of a holding company and to acquire by purchase, exchange, subscription or otherwise and to hold the whole or any part of the securities and interests of and in any companies for the time being engaged, concerned or interested in any industry, trade or business and to promote the beneficial co-operation of any such companies as well with one another as with the Company and to exercise in respect of such investments and holdings all the rights, powers and privileges of ownership including the right to vote thereon;
  - 3.2 to subscribe, underwrite, purchase or otherwise acquire, and to hold, dispose of, and deal with, any shares or other securities or investments of any nature whatsoever, and any options or rights in respect thereof, and to buy and sell foreign exchange;
  - 3.3 to employ the funds of the Company in the development and expansion of the business of the Company and all or any of its subsidiaries or associated companies and in any other company whether now existing or hereafter to be formed and engaged in any like business of the Company or any of its subsidiaries or associated com-

panies or of any other industry ancillary thereto or which can conveniently be carried or in connection therewith;

- 3.4 to co-ordinate the administration, policies, management, supervising, control, research, development, planning, manufacture, trading and any and all other activities of, and to act as financial advisers and consultants to, any company or companies or a group of companies now or hereafter formed or incorporated or acquired which may be or may become related or associated in any way with the Company or with any company related or associated therewith and either without remuneration or on such terms as to remuneration as may be agreed;
- 3.5 to carry on any other business of any nature whatsoever which may seem to the Directors to be capable of being conveniently carried on in connection or conjunction with any business of the Company hereinbefore or hereinafter authorised or to be expedient with a view to rendering profitable or more profitable any of the Company's assets or utilising its know-how or expertise;
- 3.6 to purchase or otherwise acquire plant and machinery including computer hardware and software, furniture, fixtures, fittings and all other effects of every description and to apply for registration of any patents, rights, copyrights, licences and the like;
- 3.7 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, cheques and other instruments or securities and to operate bank accounts;
- 3.8 to make any donations in cash or assets or establish or support or aid in the establishment or support of and to lend money (with or without security) to or for any charitable associations or institutions;
- 3.9 to vary the investments and holdings of the Company as may from time to time be deemed desirable;
- 3.10 to sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for shares or other securities, whether fully or partly paid up;
- 3.11 to acquire and carry on any business carried on by a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company;
- 3.12 to enter into any arrangements with any government or authority or person and to obtain from any such govern-

ment or authority or person any legislation, orders, rights, privileges, franchises and concessions and to carry out, exercise and comply with the same;

- 3.13 to purchase, take on lease or in exchange, hire, renew or otherwise acquire and hold for any estate or interest, and to sell, let or otherwise dispose of in whole or in part, any lands, buildings, machinery, rights, stock-in-trade, business concerns, choses in action, and any other real and personal property of any kind including all of the assets of the Company and to perform any services or render any consideration and to construct, equip, alter and maintain any buildings, works and machinery necessary or convenient for the Company's business and in each case for any consideration which may be thought fit;
- 3.14 to enter into partnership or any other arrangement for sharing profits or joint adventure or co-operation with any company, carrying on, engaged in or about to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to subsidise or otherwise assist any such company;
- 3.15 to purchase, or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks, copyrights or other exclusive or non-exclusive rights of any kind and to develop and turn to account and deal with the same in such manner as may be thought fit and to make experiments and tests and to carry on all kinds of research work;
- 3.16 to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any company, firm or person carrying on any business which the Company is authorised to carry on or possessed of any property suitable for the purposes of the Company;
- 3.17 to promote, or join in the promotion of, any company, whether or not having objects similar to those of the Company;
- 3.18 to borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon all or any part of the undertaking; property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue of debentures, debenture stock or other securities of any description;
- 3.19 to lend or advance money or otherwise give credit to provide financial accommodation to any company with or

without security and otherwise on such terms as may seem expedient;

- 3.20 to guarantee, grant indemnities in respect of, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the contracts or obligations and the repayment or payment of the principal and premium of and interest and dividends of any securities or obligations of any company whether having objects or engaged in or intending to engage in business similar to those of the Company or not, notwithstanding the fact that the Company may not receive any consideration or advantage, direct or indirect, from entering into any such guarantee or other arrangement or transaction contemplated herein;
- 3.21 to issue and allot securities of the Company for cash or in payment or part payment for any real or personal property, purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose;
- 3.22 to give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of, any securities of the Company or the conduct or course of its business, and to establish or promote, or concur or participate in establishing or promoting, any company, fund or trust and to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund or trust and to carry on the business of a company, fund, trust or business promoters or managers and of underwriters or dealers in securities, and to act as directors of and as secretary, manager, registrar or transfer agent for any other company;
- 3.23 to grant or procure the grant of donations, gratuities, pensions, annuities, allowances or other benefits, including benefits on death, to any directors, officers or employees or former directors, officers or employees of the Company or any company which at any time is or was a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company or of any predecessor in business of any of them, and to the relations, connections or dependants of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the Company or whom the board of directors of the Company considers have any moral claim on the Company or to their relations, connections or dependants. and to establish or

support any funds, trusts, insurances or schemes (including in particular but without detracting from the generality of the foregoing any trust or scheme relating to the grant of any option over, or other interest in, any share in the capital of the Company or of any other company, or in any debenture or security of any corporation or company, including the Company) or any associations, institutions, clubs or schools, or to do any other thing likely to benefit any such persons or otherwise to advance the interests of such persons or the Company or its members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of such persons or the Company or its members or for any national, charitable, benevolent, educational, social, public, general or useful object;

- 3.24 to apply for and take out, purchase or otherwise acquire, sell, deal, or trade in any way service marks and names, designs, patent, patent rights, inventions, secret processes and any form of intellectual property and to carry on the business of any inventor, designer or research organisation;
- 3.25 to amalgamate with any other company in any manner whatsoever (whether with or without a liquidation of the Company);
- 3.26 to compensate for loss of office any directors or other officers of the Company and to make payments to any persons whose office, employment or duties may be terminated by virtue of any transaction in which the Company is engaged;
- 3.27 to insure with any other company, against losses, damages, risks and liabilities of all kinds which may affect the Company;
- 3.28 to distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law;
- 3.29 to carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above, or which it may be advisable to undertake with a view to preserving, improving, managing, developing, rendering valuable or turning to account, any property real or personal, belonging to the Company or in which the Company may be interested;
- 3.30 to acquire and undertake on any terms, and subject to any conditions, the whole or any part of the business,

property and liabilities of any person or company carrying on any business which the Company is authorised to carry on;

- 3.31 to carry on any other activity and do anything of any nature which may seem to the Company capable of being conveniently carried on or done by the Company in connection with the above, or may seem to the Company calculated directly or indirectly to benefit the Company;
- 3.32 to do all such other things as in the opinion of the board of directors are or may be considered to be incidental or conducive to the attainment of the above objects or any of them

And it is hereby declared (1) that the word "company" in this Clause except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate and whether domiciled in the United Kingdom or elsewhere and (2) that, except where the context expressly so requires, none of the several paragraphs of this Clause, or the objects therein specified, or the powers thereby conferred shall be limited by, or be deemed merely subsidiary or auxiliary to any other paragraph of this Clause, or the objects in such other paragraph specified, or the powers thereby conferred.

- 4. The liability of the members is limited.
- 5. The Share Capital of the Company is Twelve Million Pounds divided into:

4,000,000 Ordinary Shares

8,000,000 Redeemable Ordinary Shares



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

---

ARTICLES OF ASSOCIATION

of

WHIRLPOOL HOLDINGS U.K. LIMITED

---

PRELIMINARY

1. (a) Subject as hereinafter provided, the regulations contained in Table A of the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A"), and made pursuant to the provisions of the Companies Act 1985 (hereinafter referred to as "the Act") shall apply to the Company.
- (b) Regulations 24, 35, 40, 54, 73, 74, 75 and 77 to 81 inclusive of Table A shall not apply to the Company.
- (c) The expressions "relevant securities" and "equity securities" wheresoever appearing herein, shall bear the meanings ascribed to them by the Act.

SHARES

2. (a) Subject to the provisions of Table A and to the following provisions of these Articles, the Directors shall have authority to exercise any power of the Company to offer, allot or otherwise dispose of any shares in the Company, or any relevant securities, to such persons, at such times and generally on such terms and conditions as they think proper provided that (insofar as the Company in General Meeting shall not have varied, renewed or revoked the said authority):
  - (i) The Directors shall not be authorised to make any offer or allotment of shares in the Company, or grant any right to subscribe for, or to convert any securities into, shares in the Company if such allotment, or an allotment in pursuance of such offer or right, would or might result in the aggregate of the



shares or stock in issue exceeding, in nominal value, the amount of the Authorised Share Capital of the Company for the time being, and such limitation shall determine the maximum amount of the relevant securities which at any time remain to be allotted by the Directors hereunder;

(ii) The period within which the authority to allot relevant securities may be exercised shall be limited to five years which may at any time by Ordinary Resolution of the Company in General Meeting, be revoked, varied or renewed (whether or not it has been previously renewed hereunder) for a further period not exceeding five years.

(b) Any offer or agreement in respect of relevant securities, which is made prior to the expiration of such authority and in all other respects within the terms of such authority, shall be authorised to be made, notwithstanding that such offer or agreement would or might require relevant securities to be allotted after the expiration of such authority and, accordingly, the Directors may at any time allot any relevant securities in pursuance of such offer or agreement.

3. Section 89(1) and Section 90(1) to (6) of the Act shall not apply to any allotment of equity securities by the Company.

4. (a) No share shall be issued at a discount.

(b) The Company shall not have power to issue share warrants to bearer.

(c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

5. Subject to the provisions of Part V of the Act -

(a) The Company may purchase any of its own shares, provided that the terms of any contract under which the Company will or may become entitled or obliged to purchase its own shares shall be authorised by Special Resolution of the Company in General Meeting before the Company enters into the contract.

(b) The Company shall be authorised, in respect of the redemption or purchase of any of its own shares, to give such financial assistance, or to make such payments out of capital as may be permissible in accordance with the Act, provided that any such assistance or payment shall first be approved by Special Resolution of the Company in General Meeting.

#### LIEN

6. In regulation B of Table A, the words "(not being a fully paid share)" shall be omitted. The Company shall have a first and paramount lien on all shares standing registered in the name of

any person (whether he be the sole registered holder thereof or one of two or more joint holders) for all moneys presently payable by him or his estate to the Company.

#### SHARE CAPITAL

7. (1) The share capital of the Company at the date of adoption of these Articles is £12,000,000 divided into:-

4,000,000 Ordinary Shares of £1 each ('Ordinary Shares')

8,000,000 Redeemable Ordinary Shares of £1 each ('Redeemable Ordinary Shares')

- (2) The rights attaching to the respective classes of shares shall be as follows:-

(a) Income

The profits of the Company available for distribution shall be paid to the holders of the Redeemable Ordinary Shares and the Ordinary Shares pro rata as if they constituted one class of share.

(b) Capital

On a return of assets on liquidation or capital reduction or otherwise the assets of the Company remaining after the payment of its liabilities shall be applied amongst the holders of the Redeemable Ordinary Shares and Ordinary Shares pari passu as if they constituted one class of share pro rata to the amounts paid up or credited as paid up on the Redeemable Ordinary Shares and Ordinary Shares held by them respectively.

(c) Redemption

Subject to the provisions of the Act the Redeemable Ordinary Shares may be redeemed on 31st December 1992 at a price of £1.00 per £1 share or as soon thereafter on four weeks notice in writing as the Company shall have:

(i) sufficient funds to do so

or (ii) any reserves available to effect redemption

or (iii) received the proceeds of a fresh issue of shares made for the purposes of such redemption

(d) Voting

The holders of the Redeemable Ordinary Shares shall have voting rights pari passu with the holders of the Ordinary Shares of the Company.

## PROCEEDINGS AT GENERAL MEETINGS

8. At the end of regulation 38 of Table A there shall be inserted the following: "In every notice of a general meeting there shall appear the statement referred to in Section 372(3) of the Act, in relation to the right of members to appoint proxies".

9. (a) No business shall be transacted at any Meeting unless a quorum is present. Members entitled to attend at that Meeting, present in person, or by proxy holding more than 50% of the voting shares in the Company or (in the case of a corporation) a duly authorised representative shall be a quorum. At the end of regulation 41 of Table A there shall be inserted the following: "If within half an hour from the time appointed for the holding of an adjourned meeting a quorum is not present, the members present shall be a quorum".

(b) In regulation 59 of Table A, the second sentence shall be omitted.

10. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their respective representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

## APPOINTMENT AND REMOVAL OF DIRECTORS

11. The directors shall not be subject to retirement by rotation and accordingly the final sentences of regulation 79 of Table A shall not apply to the Company.

12. The Company may by ordinary resolution appoint a person who is willing to act as a director either to fill a vacancy or as an individual director.

13. Any member or members holding a majority in nominal amount of the issued share capital which confers the right to attend and vote at general meetings may at any time appoint any person to be a director, whether as an additional director or to fill a vacancy, and may remove from office any director howsoever appointed. Any such appointment or removal shall be effected by notice in writing to the Company signed by the member or members making the same or in the case of a corporate member signed by any director thereof or by any person so authorised by resolution of the directors or of any other governing body thereof. Any such appointment or removal shall take effect when the notice effecting the same is delivered to the registered office or to the secretary of the Company, or is produced at a meeting of the directors. Any such removal shall be without prejudice to any claim which a director may have under any contract between him and the Company.

14. There shall be no age limit for directors of the Company.

15. A director shall not be required to hold any qualification shares in the Company.

18-123

16. In addition and without prejudice to the provisions of Section 303 of the Act, the Company may by Ordinary Resolution remove any Director before the expiration of his period of office. Subject to the provisions of Table A and Section 303(2) of the Act, the Company may by Ordinary Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director. In regulation 38 of Table A the words "or a resolution appointing a person as a Director" shall be omitted.

17. The office of a Director shall be vacated if -

(a) he ceases to be a Director by virtue of any provision of the Acts or he becomes prohibited by law from being a Director; or

(b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(c) he is, or may be, suffering from mental disorder and, in relation thereto, he is admitted to hospital for treatment or an order is made by any court having jurisdiction in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;

(d) he resigns his office by notice to the Company.

#### PROCEEDINGS OF DIRECTORS

18. (a) If and so long as there shall be one Director only he shall be entitled to exercise all the powers and shall carry out all the duties assigned to directors and the provisions of these Articles and the regulations of Table A shall be construed accordingly.

(b) In regulation 64 of Table A for the word "two" there shall be substituted the word "one" and in the first sentence of regulation 89 of Table A for the word "two" there shall be substituted the word "one".

19. An appointment or removal of an alternate Director may be effected at any time by notice in writing to the Company given by his appointor. An alternate Director may also be removed from his office by not less than twenty-four hours' notice in writing to the Company and to the appointor given by a majority of his co-Directors. This Article shall have effect in substitution for regulation 68 of Table A which shall not apply to the Company.

#### BORROWING POWERS

20. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and, subject to Section 80 of the Act, to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

## DIRECTORS' INTERESTS

21. Provided that all the Members of the Company give their prior written approval having been given full particulars of the relevant interest a Director may vote in respect of any contract or arrangement in which he, or any person with whom he is connected is interested and be counted in the quorum present at any meeting of the Directors or, if otherwise so entitled, at any General Meeting of the Company at which any such contract or arrangement is proposed or considered, and if he shall so vote, his vote shall be counted. This Article shall have effect in substitution for regulations 94 to 98 inclusive of Table A, which regulations shall not apply to the Company.

## INDEMNITY

22. Subject to the provisions of Section 310 of the Act, and in addition to such indemnity as is contained in regulation 118 of Table A, every Director, 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 incurred by him in or about the execution and discharge of the duties of his office.

MA-WH.1-10  
(E) 7.12.92

**G****Notice of increase  
in nominal capital****123**

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company Number

--	--	--

2735715

Name of company

Whirlpool Holdings UK Limited

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 2/12/92 the nominal capital of the company has been increased by £11990000.00 beyond the registered capital of £10000.00.

A copy of the resolution authorising the increase is attached.

The conditions (eg voting rights, dividend rights, winding-up rights etc) subject to which the new shares have been or are to be issued are as follow:

That the capital of the Company be increased to £12,000,000 by the creation of 3,990,000 Ordinary Shares of £1.00 each such shares to rank pari passu in all respects with the existing share capital of the Company and by the creation of 8,000,000 Redeemable Ordinary Shares of £1.00 each, the conditions of which are as per the attached Memorandum and Articles of Association.

Please tick if continuation  
sheet(s) are attached

☐

Signed



Designation Secretary

Date 3/12/92

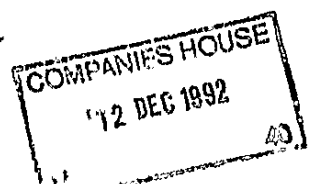
Presenter's name, address  
and reference (if any):

Stoneham Langton & Passmore  
Stoneham House  
17 Scarbrook Road  
CROYDON  
CRO 1SQ

CHAPP

For official use  
General section

Post room



FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 2735715

The Registrar of Companies for England and Wales hereby certifies that  
WHIRLPOOL HOLDINGS U.K. LIMITED

having by special resolution changed its name, is now incorporated  
under the name of  
BWI PRODUCTS LIMITED

Given at Companies House, Cardiff, the 6th March 1995



\*C027357156\*

A handwritten signature in dark ink, appearing to read 'L. Parry'.

MRS. L. PARRY

For the Registrar of Companies



C O M P A N I E S H O U S E

HC006B

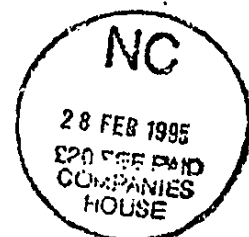


6/3

Company No. 2735715

WHIRLPOOL HOLDINGS U.K. LIMITED

SPECIAL RESOLUTION  
(PASSED ON 27th DAY OF FEBRUARY 1995)



That the name of the Company be changed to BWI Products Limited

.....*[Signature]*.....  
Chairman

