

FILE COPY



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

Company No. 3053209

The Registrar of Companies for England and Wales hereby certifies that
A & S ELECTRICAL HOLDINGS LIMITED

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

Given at Companies House, Cardiff, the 4th May 1995



N030532099


M. LEWIS

For the Registrar of Companies



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

HC007B

G

COMPANIES FORM No. 12

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

12

Please do not
write in
this margin

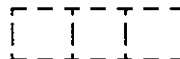
Pursuant to section 12(3) of the Companies Act 1985

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

* A & S ELECTRICAL HOLDINGS LIMITED

* insert full
name of Company

I, Jonathan Michael Harry Oxley

of 16 Woodland Close, Goldsborough, Knaresborough HG5 1EG

† 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 7, Park Square East,
Leeds, West Yorkshire

Declarant to sign below

the Twentieth day of April
One thousand nine hundred and Ninety Five
before me

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

WANSBROUGH'S WILLEY HARGRAVE
SOLICITORS
7, PARK SQUARE EAST
LEEDS LS1 2LW
LEEDS PARK SQUARE
D. Y. 14000

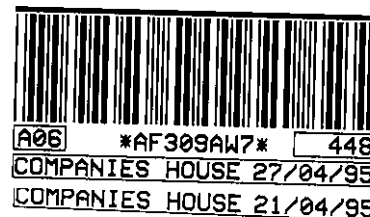
Presentor's name address and
reference (if any):

JMHO.DT
Lee & Priestley
12 Park Square
LEEDS
LS1 2LF

For official Use

New Companies Section

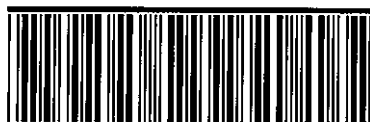
Post room





OYEZ

CHA1



A06 *AF308AW6* 447

COMPANIES HOUSE 27/04/95

COMPANIES HOUSE 21/04/95

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

For official use ☐

A & S ELECTRICAL HOLDINGS LIMITED

Registered office of the company on
incorporation.

RO

48/56 VICTORIA ROAD

Post town LEEDS

County/Region WEST YORKSHIRE

Postcode LS 11 5AQ

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 LEE J PRIESTLEY

RA

12 PARK SQUARE

Post town LEEDS

County/Region WEST YORKSHIRE

Postcode LS1 2LF

Number of continuation sheets attached ☐

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

LEE J PRIESTLEY (REF JMHO: RF)

12 PARK SQUARE

Postcode LS1 2LF

Telephone 0113 2433751

Extension

Company Secretary (See notes 1 - 5)

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** MR

JONATHAN MICHAEL HARRY

OXLEY

NONE

NONE

AD 16 WOODLAND CLOSE

GOLDSBOROUGH

Post town KNARESBOROUGH

County/Region NORTH YORKSHIRE

Postcode HG5 1EG Country ENGLAND

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

Signed

Date

20/4/95

CD MR

ADAM CHARLES

PREST

NONE

NONE

AD 111 BOLLING ROAD

BEN RHYDDING

Post town ILKLEY

County/Region NORTH YORKSHIRE

Postcode LS29 8PN Country ENGLAND

DO 2 9 0 3 6 3Nationality **NA** BRITISH**OC** SOLICITOR**OD**

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

Signed

Date

20/4/95

Directors (continued)

(See notes.1 - 5)

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

CD	
AD	
Post town	
County/Region	
Postcode	Country
DO	Nationality NA
OC	
OD	
I consent to act as director of the company named on page 1	
Signed	Date

Delete if the form
is signed by the
subscribers.

Signature of agent on behalf of all subscribers

Date

20/4/95-

Delete if the form
is signed by an
agent on behalf of
all the subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

Notes

- 1 Show for an individual the full forenames NOT INITIALS and surname together with any previous forenames or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forenames or surname except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

In the case of a peer, or an individual usually known by a British title, you may state the title instead of or in addition to the forenames and surname and you need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

- 2 Directors known by another description:

A director includes any person who occupies that position even if called by a different name, for example, governor, member of council. It also includes a shadow director.

- 3 Directors details:

Show for each individual director their date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

- 4 Other directorships:

Give the name of every company of which the individual concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years** when the person was a director **was**:

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return,
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper.

- 5 Use photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's name and number.

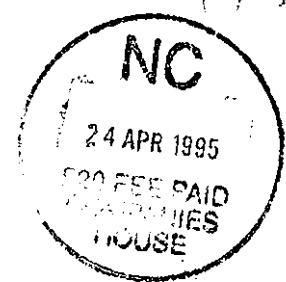
- 6 The address for companies registered in England and Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
100-102 George Street
Edinburgh
EH2 3DJ

665.74/ATR



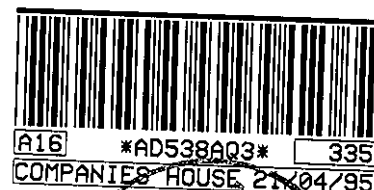
THE COMPANIES ACTS 1985 & 1989

PRIVATE COMPANY LIMITED BY SHARES

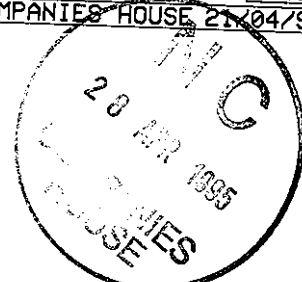
3653209

MEMORANDUM OF ASSOCIATION

- OF -



A & S ELECTRICAL HOLDINGS LIMITED



1. The name of the Company is A & S ELECTRICAL HOLDINGS LIMITED
2. The Company's registered office will be situate in England.
3. The Company's objects are:-
 - (a) To carry on all or any of the businesses of a holding company of other companies, firms and businesses, and to acquire by purchase, lease, concession, grant, licence or otherwise such businesses, options, rights, privileges, lands, buildings, leases, underleases, stock, shares, debentures, debenture stock, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property and rights and interests in property as the Company shall deem fit, and whether in a nominee capacity or for the Company's own account; and generally to hold, manage, develop, lease, sell or dispose of the same, and to vary any of the investments of the

Company; to act as trustees of any deeds constituting or securing any debentures, debenture stock or other securities or obligations; to enter into, assist or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and businesses of every description, and to establish, carry on, develop and extend the same or sell, dispose of or otherwise turn the same to account; and to co-ordinate the policy and administration of any companies of which the Company is a member or which are in any manner controlled by or connected with the Company; to act as company secretary alone or jointly with any other person or persons for any company or companies incorporated in any part of the world, as secretary for any association or associations whether incorporated or not in any part of the world and as agent or oversea company agent for any other body incorporated in any part of the world, and to provide administrative, legal, technical and financial services of every description to other companies, firms and persons; to act as business and office manager, and to carry on all or any of the businesses of capitalists, trustees, financiers, financial agents, company promoters, bill discounters, insurance brokers and agents, mortgage brokers, rent and debt collectors, stocks and share brokers and dealers and commission and general agents, merchants and traders; and to act as merchants generally.

- (b) To carry on any other trade or business whatever which can in the opinion of the Directors be advantageously carried

on by in connection with or ancillary to or which is calculated directly or indirectly to benefit or enhance the value or render more profitable any of the property, rights or businesses of the Company.

- (c) To purchase take on lease or in exchange or by any other means acquire any estate or interest in any lands or buildings whatever and any rights or privileges of any kind over or in respect of any property or rights whatsoever which may be necessary for, or may be used conveniently with, or may enhance the value of any other property of the Company.
- (d) To make experiments in connection with any business of the Company and to purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d' invention, licences, copyrights, secret processes, trade marks, designs, protections and concessions which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- (e) To purchase or otherwise acquire or undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such

acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

- (f) To improve, manage, cultivate, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and assets of the Company for such consideration as the Company may feel fit.
- (g) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be determined.
- (h) To lend or advance money or give credit to any persons, firms or companies upon such terms and with or without security and subject to such conditions as may seem desirable and in particular to customers and others having dealings with the Company and to give guarantees or become security for any such persons firms or companies.
- (i) To borrow or raise money in any manner, and in particular

by the issue of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital.

- (j) To receive money on deposit or loan upon such terms as the Company may approve and to guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or part of the undertaking, property, assets and rights present and future and the uncalled capital of the Company or by any other means whatsoever, the liabilities and obligations of and the payment of any monies whatsoever by any person, firm or company whatsoever including but not limited to any company which is for the time being the holding company or a subsidiary (both as defined in section 736 of the Companies Act 1985) of the Company or of the Company's holding company or is otherwise associated with the Company or its business.
- (k) To draw, make, accept, endorse, discount, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable instruments.
- (l) To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) or any corporations, companies or persons, that may seem conducive

to the attainment of the Company's objects or any of them, and to obtain from any such government or authority, corporation, company or person, any charters, contracts, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.

- (m) To subscribe for, take, purchase or otherwise acquire and hold shares, stock or other interests in or obligations of any other company or corporation.
- (n) To promote any other company for the purpose of acquiring all or any part of the property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (o) To sell, let, licence, develop or otherwise deal with the whole or any part of the undertaking of the Company, either together or in portions upon such terms as the Company may think fit, with power to accept shares, debentures or securities of any company purchasing the same.
- (p) To employ advisors to investigate and examine into the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets property or rights.

- (q) To act as agents or brokers and as trustees for any person firm or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.
- (r) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment subject to the provisions of the Companies Act 1985 (or any statutory modification or re-enactment thereof) to him or them of shares or other securities of the Company credited as paid up in full or part or otherwise.
- (s) To pay out of the funds of the Company all costs and expenses of or incidental to the promotion, formation and incorporation of the Company, or to contract with any person firm or company to pay the same and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares or other securities of the Company.
- (t) To purchase and maintain insurance policies to indemnify the officers and auditor of the Company against any costs, expenses and liabilities arising from negligence, default, breach of duty or trust incurred by them in discharge of their duties or in relation thereto.
- (u) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society or club which may be for the benefit of the Company or its Directors or employees; to remunerate the Directors of the

Company in any manner the Company think fit and to pay or provide pensions for or make payments to or for the benefit of any persons who are or were at any time in the employment or service of the Company or of any company for the time being the Company's holding company or subsidiary company (as defined by Section 736 of the Companies Act 1985) or otherwise associated with the Company in business and the spouses, families and dependents of any such persons; to make payments towards insurance; to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons aforesaid and of their spouses, families and dependents, and to set up, establish, support and maintain profit sharing, share option or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary or holding company and to lend money to any such employees or to trustees on their behalf to enable such schemes to be established or maintained.

- (v) To distribute any property of the Company in specie among the members.
- (w) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND it is hereby expressly declared that each sub-clause of this Clause shall be construed independently of the other sub-clauses hereof and that , except where the context expressly so requires,

none of the objects therein mentioned shall be deemed to be merely subsidiary or ancillary to the objects contained in any other sub-clause.

4. The liability of the members is limited.

5. The share capital of the Company is £1,000 divided into 1,000 ordinary shares of £1 each.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and addresses of subscribers and number of shares taken by each subscriber.

JONATHAN MICHAEL OXLEY

16 Woodland Close

Goldsborough

Knaresborough

North Yorkshire HG5 1EG

Solicitor

ONE

Dated 20th April 1995 .

Witness to the above signature.

Adam Charles Prest
111 BOLLING ROAD
BEN RHYDDING
ILKLEY
1529 8PN

THE COMPANIES ACTS 1985 & 1989
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
A & S ELECTRICAL HOLDINGS LIMITED

PRELIMINARY

1. (a) The Company is a private company limited by shares and accordingly any offer to the public of shares in or debentures of the Company or any allotment of or agreement to allot shares in or debentures of the Company with a view to their being offered for sale to the public is prohibited.
- (b) Subject as hereinafter provided and except where the same are varied by or inconsistent with these presents the Regulations contained in Table A in the Companies (Tables A-F) Regulations 1985 (as amended prior to the adoption of these Articles) (hereinafter called "Table A") shall apply to the Company.
- (c) In these Articles the expression "the Act" means the Companies Act 1985 but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

ALLOTMENT OF SHARES

2. (a) All shares in the original capital of the Company for the time being unissued which are relevant securities (as defined in Section 80(2) of the Act) shall be under the control of the Directors who are generally and unconditionally authorised to allot, agree to allot, grant options over or convert any security into or otherwise dispose of such shares or any of them at such time or times and on such terms (including time of allotment) as they think fit in the period of five years from the date of the incorporation of the Company.
- (b) At the expiry of such five year period, the authority contained in Article 2(a) shall expire, but such authority shall allow the Company to make an offer or agreement before the expiry of such authority which would or might require the allotment, grant of options over, conversion of any security into or other disposal of shares after the expiry of such authority, and the Directors may allot, grant options over, convert any security into or otherwise dispose of shares pursuant to any such offer or agreement as if such authority had not expired.

LIEN

3. Regulation 8 of Table A shall not apply to the Company. The Company shall have a first and paramount lien on all shares (whether fully paid or partly paid shares) standing registered in the name of any person for all monies presently payable by him or his estate to the Company whether he shall be the sole registered holder or one of several joint holders thereof. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien shall extend to any amount payable on it.
4. The registration of a transfer of a share shall operate as a waiver of the Company's lien (if any) thereon.

TRANSFER OF SHARES

5. Regulation 24 of Table A shall not apply to the Company. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

PROCEEDINGS AT GENERAL MEETINGS

6. Regulation 41 of Table A shall not apply. If a quorum is not present within half an hour from the time appointed for

a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned meeting a quorum is not present within half an hour from the time appointed therefor such adjourned meeting shall be dissolved.

7. Regulation 46 of Table A shall be read and construed as if the words "any member" were substituted for the words "at least two members" in paragraph (b) thereof and paragraphs (c) and (d) thereof were omitted.

VOTES OF MEMBERS

8. A proxy shall be entitled to vote on a show of hands and Regulation 54 of Table A shall be modified accordingly.
9. Regulation 59 of Table A shall not apply to the Company. On a poll votes may be given either personally or by proxy or, in the case of a member being a corporation, by its duly authorised representative.

DIRECTORS

10. Regulations 64 and 73 to 80 (inclusive) of Table A shall not apply to the Company.

11. Unless and until otherwise determined by ordinary resolution there shall be no maximum number of Directors and the minimum number of Directors shall be one. A sole Director shall have the authority to exercise all the powers of the Company vested in the Directors.
12. The Directors of the Company 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 by or in accordance with the Articles as the maximum number of Directors.
13. The last sentence of Regulation 84 of Table A shall be omitted.
14. In Regulation 85(c) of Table A there shall be inserted after the words "interest or benefit" the words "unless the Company by ordinary resolution otherwise directs".

ALTERNATE DIRECTORS

15. The last sentence of Regulation 66 of Table A shall be omitted.

DIRECTORS' INTERESTS

16. Subject to a Director complying with the provisions of Section 317 of the Act, he shall be entitled to vote at a meeting of Directors in respect of any contract or arrangement in which he is interested and if he does so his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present. Regulation 94 of Table A shall be construed accordingly.

DISQUALIFICATION OF DIRECTORS

17. A Director shall be required to vacate his office if he becomes incapable by reason of illness or injury of managing and administering his property and affairs and regulation 81 in Table A shall be modified accordingly.

PROCEEDINGS OF DIRECTORS

18. Notices of meetings of Directors shall be given to all Directors and to any alternate Directors appointed by them. In Regulation 88 of Table A the words commencing "It shall not be necessary" and terminating "absent from the United Kingdom" shall be omitted.
19. Any Director or member of a committee of the Directors may participate in a meeting of the Directors or such committee

by means of conference telephone or other means of radio, telephone or televisual communication whereby all the persons participating in the meeting can hear each other and any director or member of a committee participating in such meeting will be deemed to be present in person at such meeting.

NOTICES

20. In Regulation 112 of Table A the words "and who gives to the Company an address within the United Kingdom at which notices may be given to him" and the words "but otherwise no such member shall be entitled to receive any notice from the Company" shall be omitted.

WINDING UP

21. In Regulation 117 of Table A there shall be inserted before the words "determine how the division" the words "with the like sanction".

SHARE CERTIFICATES

22. In the second sentence of Regulation 6 of Table A the words "shall be sealed with the seal and" shall be deleted. Each share certificate shall only be issued by authority of the Directors, or of a committee of the Directors

authorised by the Directors, and shall bear the signature of one Director and the company secretary or a second Director.

23. Regulation 101 of Table A shall not apply to the Company. The Company shall not be required to, but may, at the discretion of the Directors, keep a common seal. If such a seal is kept, it shall only be used by the authority of the Directors, or of a committee of the Directors authorised by the Directors, and the Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and the secretary or a second Director.

24. Subject to Section 310 of the Act and in addition to such indemnity as is contained in Regulation 118 of Table A every Director, officer or official of the Company shall be indemnified out of the funds of any insurance policy effected by the Company for such purpose against all costs, charges, losses, expenses and liabilities incurred by him.
-

Names, addresses and descriptions of Subscribers


JONATHAN MICHAEL HARRY OXLEY

ONE

16 Woodland Close

Goldsborough

Knaresborough

North Yorkshire HG5 1EG

Solicitor

DATED the 20th day of April 1995

WITNESS to the above signature:



ADAM CHARLES PREST
111 BOLLING ROAD
BEN RHYDDING
ILKLEY
LS29 8PN