

FILE COPY

CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number 9704471

The Registrar of Companies for England and Wales, hereby certifies that

CTEK BATTERY MANAGEMENT UK LIMITED

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by shares, and the situation of its registered office is in England and Wales

Given at Companies House on 27th July 2015



N09704471J





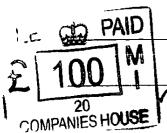
in accordance with Section 9 of the Companies Act 2006

IN01

Application to register a company



Companies House



A fee is payable with this form.
Please see 'How to pay' on the last page

What this form is for You may use this form to register a private or public company What this form is NOT for You cannot use this form to regist a limited liability partnership To d this, please use form LL INO1



"L4CI6LOA* LD1 27/07/2015 COMPANIES HOUSE

#8

C/ 1 R1653 **Company details** Part 1 **A1** Company name → Filling in this form Please complete in typescript or in To check if a company name is available use our WebCHeck service and select bold black capitals. the 'Company Name Availability Search' option All fields are mandatory unless specified or indicated by * www.companieshouse.gov.uk/info O Duplicate names Duplicate names are not permitted Please show the proposed company name below A list of registered names can be found on our website There CTEK BATTERY MANAGEMENT UK LIMITED Proposed company are various rules that may affect name in full o your choice of name. More information on this is available in our guidance booklet GP1 at For official use www.companieshouse.gov.uk A2 Company name restrictions of Company name restrictions Please tick the box only if the proposed company name contains sensitive A list of sensitive or restricted or restricted words or expressions that require you to seek comments of a words or expressions that require government department or other specified body consent can be found in our guidance booklet GP1 at I confirm that the proposed company name contains sensitive or restricted www.companieshouse.gov.uk words or expressions and that approval, where appropriate, has been sought of a government department or other specified body and I attach a copy of their response Α3 Exemption from name ending with 'Limited' or 'Cyfyngedig' o O Name ending exemption Only private companies that are Please tick the box if you wish to apply for exemption from the requirement to limited by guarantee and meet other have the name ending with 'Limited', Cyfyngedig' or permitted alternative specific requirements are eligible to apply for this For more details, I confirm that the above proposed company meets the conditions for please go to our website exemption from the requirement to have a name ending with 'Limited', www.companieshouse.gov.uk 'Cyfyngedig' or permitted alternative A4 Company type® O Company type Please tick the box that describes the proposed company type and members' If you are unsure of your company's liability (only one box must be ticked) type, please go to our website www.companieshouse.gov.uk Public limited by shares Private limited by shares \square Private limited by guarantee Private unlimited with share capital Private unlimited without share capital

	INO1 Application to register a company	
A5	Situation of registered office o	
_	Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked) England and Wales Wales	• Registered office Every company must have a registered office and this is the address to which the Registrar will send correspondence
	Scotland Northern Ireland	for England and Wales companies, the address must be in England or Wales
		For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively
A6	Registered office address o	
	Please give the registered office address of your company	Registered office address You must ensure that the address
Building name/number	C/O KINGSBERE ACCOUNTANTS LTD, THE OLD DRYER	shown in this section is consistent with the situation indicated in
Street	HINTON BUSINESS PARK	section A5
	TARRANT HINTON	You must provide an address in England or Wales for companies to
Post town	BLANDFORD FORUM	be registered in England and Wales
County/Region	DORSET	You must provide an address in Wales, Scotland or Northern Ireland
Postcode	D T 1 1 8 J F	for companies to be registered in Wales, Scotland or Northern Ireland respectively
A7	Artıcles of association o	
	Please choose one option only and tick one box only	• For details of which company type
Option 1	I wish to adopt one of the following model articles in its entirety. Please tick only one box	can adopt which model articles, please go to our website www.companieshouse gov uk
	Private limited by shares	
	Private limited by guarantee Public company	
Option 2	I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s). Please tick only one box. Private limited by shares. Private limited by guarantee. Public company.	
	Labite company	
Option 3	I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application	
A8	Restricted company articles •	
	Please tick the box below if the company's articles are restricted	● Restricted company articles Restricted company articles are those containing provision for entrenchment for more details, please go to our website www.companieshouse gov uk

INO1		
Application to	register a	a company

X

Part 2	Proposed officers	
	For private companies the appointment of a secretary is optional, however, if you secretary you must provide the relevant details. Public companies are required to	do decide to appoint a company appoint at least one secretary
	Private companies must appoint at least one director who is an individual. Public two directors, one of which must be an individual	companies must appoint at least
	For a secretary who is an individual, go to Section B1, For a corporate se director who is an individual, go to Section D1, For a corporate director,	cretary, go to Section C1; For a go to Section E1.
Secretary		
B1	Secretary appointments •	
	Please use this section to list all the secretary appointments taken on formation For a corporate secretary, complete Sections C1-C5	O Corporate appointments For corporate secretary appointments, please complete
Title*		section C1-C5 instead of section B
Full forename(s)		Additional appointments
Surname		If you wish to appoint more than one secretary, please use
Former name(s) •		the 'Secretary appointments' continuation page
		Please provide any previous names which have been used for business purposes in the last 20 years Married women do not need to giv former names unless previously use for business purposes.
B2	Secretary's service address •	
Building name/numb	per	O Service address
Street		This is the address that will appear on the public record This does not have to be your usual residential address
Post town		Please state 'The Company's
County/Region		Registered Office' if your service address will be recorded in the
Postcode		proposed company's register of secretaries as the company's
Country		registered office.
		If you provide your residential address here it will appear on the public record
В3	Signature •	•
	I consent to act as secretary of the proposed company named in Section A1	• Signature The person named above consents
Signature	Signature	to act as secretary of the proposed

CHFP000 05/12 Version 5 0

company

Application to register a company

Corporate secretary

_			
	Corporate secretary appointments o		
	Please use this section to list all the corporate secretary appointments taken on formation	Additional appointments If you wish to appoint more than one	
Name of corporate		corporate secretary, please use the 'Corporate secretary appointments'	
body/firm		continuation page Registered or principal address	
Building name/number		This is the address that will appear on the public record This address	
Street		must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or	
Post town		LP (Legal Post in Scotland) number	
County/Region			
Postcode			
Country			
C2	Location of the registry of the corporate body or firm		
	Is the corporate secretary registered within the European Economic Area (EEA)?		
	→ Yes Complete Section C3 only		
	→ No Complete Section C4 only		
G	EEA companies [©]		
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	Ø EEA A full list of countries of the EEA can be found in our guidance	
Where the company/		www.companieshouse.gov.uk	
firm is registered •		O This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)	
Registration number		<u> </u>	
C4	Non-EEA companies		
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	Non-EEA Where you have provided details of the register (including state) where the company or firm is registered,	
Legal form of the corporate body or firm		you must also provide its number in that register	
Governing law			
If applicable, where the company/firm is registered •			
Registration number			
C5	Signature 🛮		
	I consent to act as secretary of the proposed company named in Section A1.	© Signature	
Signature	Signature	The person named above consents to act as corporate secretary of the	
-	x x	proposed company	

Application to register a company

Director

D1	Director appointments Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5			
Title*	MR			
Full forename(s)	JON NIKLAS			
Surname	LIND			
Former name(s)				
Country/State of residence •	SWEDEN			
Nationality	SWEDISH			
Date of birth	d1 d3 m0 m2 y1 y9 y7 y2			
Business occupation (if any) ●	CEO			

Appointments

Private companies must appoint at least one director who is an individual Public companies must appoint at least two directors, one of which must be an individual

Offormer name(s)

Please provide any previous names which have been used for business purposes in the last 20 years Married women do not need to give former names unless previously used for business purposes

- Country/State of residence This is in respect of your usual residential address as stated in section D4
- Business occupation If you have a business occupation, please enter here If you do not, please leave blank

Additional appointments If you wish to appoint more than one director, please use the 'Director appointments' continuation page

D2	Director's service address ®			
	Please complete the service address below You must also fill in the director's usual residential address in Section D4.	O Service address This is the address that wi on the public record This		
Building name/number	3	have to be your usual rest address Please state 'The Company Registered Office' if your s address will be recorded it proposed company's regis directors as the company'		
Street	ROSTUNGSVAGEN			
Post town	VIKMANSHYTTAN			
County/Region		office		
Postcode	7 7 6 7 0	If you provide your resider address here it will appea		
Country	SWEDEN	public record		

il appear does not dential

. service n the iter of s registered

ntial r on the

D3 Signature @ I consent to act as director of the proposed company named in Section A1. Signature X X

The person named above consents to act as director of the proposed company

Application to register a company

Director	D	i	re	d	to	ľ
----------	---	---	----	---	----	---

D1	Director appointments •			
	Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E5			
Title*	MR			
Full forename(s)	MATS GOSTA			
Surname	BLOMQVIST			
Former name(s) 9				
Country/State of residence •	SWEDEN			
Nationality	SWEDISH			
Date of birth	d3 d1			
Business occupation (if any) •	CFO			

O Appointments

Private companies must appoint at least one director who is an individual Public companies must appoint at least two directors, one of which must be an individual

@ Former name(s)

Section D4

Please provide any previous names which have been used for business purposes in the last 20 years Married women do not need to give former names unless previously used for business purposes

- O Country/State of residence
 This is in respect of your usual residential address as stated in
- Business occupation
 If you have a business occupation, please enter here if you do not, please leave blank

Additional appointments If you wish to appoint more than one director, please use the 'Director appointments' continuation page

D2	Director's service address ®			
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.			
Building name/number	3			
Street	ROSTUNGSVAGEN			
Post town	VIKMANSHYTTAN			
County/Region				
Postcode	7 7 6 7 0			
Country	SWEDEN			

Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record

D3	Signature ®	
_	I consent to act as director of the proposed company named in	Section A1.
Signature	Signature X	×

⊙ Signature

The person named above consents to act as director of the proposed company

In accordance with INO1 – continuation page Application to register a company Companies Act 2006 Director D1 Director appointments 9 Please use this section to list all the directors of the company O Appointments Private companies must appoint For a corporate director, complete Sections E1-E5 at least one director who is an Title* individual Public companies must appoint at least two directors, one of Full forename(s) PETER JAMES which must be an individual Ø Former name(s) Surname WHITE Please provide any previous names which have been used for business Former name(s)® purposes in the last 20 years Married women do not need to give former names unless previously used for business purposes. Country/State of · **ENGLAND** residence O O Country/State of residence Nationality **ENGLISH** This is in respect of your usual residential address as stated in 0 Date of birth Section D4 O Business occupation **BUSINESS UNIT MANAGER Business occupation** If you have a business occupation (if any) 6 please enter here if you do not, please leave blank D2 Director's service address® Please complete the service address below You must also fill in the director's O Service address usual residential address in Section D4. This is the address that will appear on the public record. This does not Building name/number have to be your usual residential Street **ROSTUNGSVAGEN** Please state 'The Company's Registered Office' if your service address will be recorded in the Post town VIKMANSHYTTAN proposed company's register of directors as the company's registered County/Region Postcode 7 6 7 If you provide your residential address here it will appear on the SWEDEN Country public record D3 Signature • **O** Signature I consent to act as director of the proposed company named in Section A1 The person named above consents to act as director of the proposed Signature company X

Corporate director

E1	Corporate director appointments o		
	Please use this section to list all the corporate directors taken on formation.	Additional appointments If you wish to appoint more than one	
Name of corporate body or firm		corporate director, please use the 'Corporate director appointments' continuation page	
Building name/number		Registered or principal address This is the address that will appear	
Street		on the public record This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained	
Post town		within a full address), DX number or LP (Legal Post in Scotland) number	
County/Region		er fregul (on in section) name	
Postcode			
Country			
E2	Location of the registry of the corporate body or firm		
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only		
E3	EEA companies ®		
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	A full list of countries of the EEA can be found in our guidance	
Where the company/ firm is registered •		www.companieshouse.gov.uk O This is the register mentioned in	
		Article 3 of the First Company Law Directive (68/151/EEC)	
Registration number			
E4	Non-EEA companies		
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	Non-EEA Where you have provided details of the register (including state) where the company or firm is registered,	
Legal form of the corporate body or firm		you must also provide its number in that register	
Governing law			
If applicable, where the company/firm is registered •			
If applicable, the registration number			
E 5	Signature •		
	I consent to act as director of the proposed company named in Section A1	O Signature The person named above consents	
Signature	Signature X	to act as corporate director of the proposed company	
		T.	

	INO1 Application to re	gister a company				
Part 3	Statement	of capital		-		
	→ Yes Coπ	have share capital?				
F1	·	o Part 4 (Statement pound sterling (_ 	<u> </u>	<u>.</u>	
Please complete the ta	able below to show a	each class of shares he	· · · · · · · · · · · · · · · · · · ·			
Class of shares (E.g. Ordinary/Preference etc.	1	Amount paid up on each share 10	Amount (if any) unpaid on each share 19	Number of sha	res O	Aggregate nominal value 🛈
ORDINARY		£1 00	NIL	1	· ·· · · · · · · · · · · · · · · · · ·	£ 1 00
						£
						£
						£
		···	Totals	1		£ 1 00
F2	Share capital in	other currencies	;	·		
Please complete the ta Please complete a sep Currency Class of shares (Eg Ordinary/Preference etc	arate table for each		Amount (if any) unpaid	Number of sha	res O	Aggregate nominal value ®
LE G Oromary/Preterence etc	, 	esci siale	Oil each Share	l 		
			Totals			
						
Class of shares (E.g. Ordinary/Preference etc)	Amount paid up on each share •	Amount (if any) unpaid on each share	Number of sha	res Ø	Aggregate nominal value 0
			Totals			
F3	Totals			•		
	Please give the total number of shares and total aggregate nominal value of Total ag				ggregate nominal value list total aggregate values in	
otal number of shares	different currenc			t currencies separately For e £100 + €100 + \$10 etc.		
otal aggregate ominal value •	£1 00					
O Including both the noming share premium. Total number of issued si		Number of shares issue nominal value of each	share Plea	ntinuation Pagi ise use a Staten e if necessary		tal continuation

F4	Statement of capital (Prescribed particulars of rights attached to shares)					
	Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2	O Prescribed particulars of rights attached to shares				
Class of share	ORDINARY	a particulars of any voting rights,				
Class of share Prescribed particulars O	EACH ORDINARY SHARE IS ENTITLED TO ONE VOTE IN ANY CIRCUMSTANCES EACH ORDINARY SHARE IS ENTITLED PARI PASSU TO DIVIDEND PAYMENTS OR ANY OTHER DISTRIBUTION EACH ORDINARY SHARE IS ENTITLED PARI PASSU TO PARTICIPATE IN A DISTRIBUTION ARISING FROM A WINDING UP OF THE COMPANY ORDINARY SHARES ARE NOT REDEEMABLE	The particulars are a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares. A separate table must be used for each class of share. Continuation pages. Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.				

Class of share	OPrescribed particulars of rights attached to shares
Prescribed particulars	The particulars are
0	a. particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as
	respects dividends, to participate in a distribution, c. particulars of any rights, as
	respects capital, to participate in distribution (including on winding up), and distribution the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares
	A separate table must be used for each class of share.
	Continuation pages Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

5	Initial	shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber

The addresses will appear on the public record These do not need to be the subscribers' usual residential address.

Initial shareholdings
Please list the company's subscribers
in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

		continuation page if necessary				
Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
CTEK SWEDEN AB	3					
Address ROSTUNGSVAGEN 3 77670 VIKMANSHYTTA SWEDEN SE556540323401	ORDINARY	1	ESTERLING	£1 00	NIL	£1 00
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
<u></u>						

	INO1 Application to register a company		
Part 4	Statement of guarantee		
	Is your company limited by guarantee? → Yes Complete the sections below → No Go to Part 5 (Statement of compliance)		
G1	Subscribers	,	
	Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below. I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for. - payment of debts and liabilities of the company contracted before I cease to be a member, - payment of costs, charges and expenses of winding up, and, - adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below	O Name Please use capital letters. O Address The addresses in this section will appear on the public record They do not have to be the subscribers' usual residential address O Amount guaranteed Any valid currency is permitted Continuation pages Please use a 'Subscribers' continuation page if necessary	
.	Subscriber's details	•	
Forename(s) O		•	
Surname •			
Address �			
Postcode			
Amount guaranteed •		•	
	Subscriber's details		
Forename(s) •			
Surname •			
Address 2		-	
Postcode			
Amount guaranteed ©		-	
	Subscriber's details	•	
Forename(s) •		•	
Surname •		-	
Address 🗸			
Postcode			
Amount guaranteed •		•	

	Subscriber's details	O Name Please use capital letters
Forename(s) •		O Address
Surname 0		The addresses in this section will appear on the public record. They do
Address		not have to be the subscribers' usual residential address
Postcode		Amount guaranteed Any valid currency is permitted
Amount guaranteed •		Continuation pages Please use a 'Subscribers'
	Subscriber's details	continuation page if necessary
Forename(s) O		
Surname 0		
Address @		
Postcode		
Amount guaranteed		
	Subscriber's details	
Forename(s) •		
Surname •		
Address 🗸		
Postcode		
Amount guaranteed •		
	Subscriber's details	
Forename(s) •		
Surname •		
Address 0		
Postcode		
Amount guaranteed 10		
	Subscriber's details	
Forename(s) •		
Surname •		
Address •		
Postcode		
Amount guaranteed •		
'		
		1

Statement of compliance Part 5 This section must be completed by all companies Is the application by an agent on behalf of all the subscribers? → No Go to Section H1 (Statement of compliance delivered by the subscribers) → Yes Go to Section H2 (Statement of compliance delivered by an agent) H1 Statement of compliance delivered by the subscribers • **⊙** Statement of compliance Please complete this section if the application is not delivered by an agent delivered by the subscribers for the subscribers of the memorandum of association Every subscriber to the memorandum of association must sign the statement of compliance I confirm that the requirements of the Companies Act 2006 as to registration have been complied with Subscriber's signature X X Subscriber's signature X Subscriber's signature X Subscriber's signature X X Subscriber's signature X Subscriber's signature X Subscriber's signature X Subscriber's signature X

Subscriber's signature	Signature X	×	Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature X	×	
Subscriber's signature	Signature X	×	
Subscriber's signature	Signature	×	
H2	Statement of compliance delivered by an agent Please complete this section if this application is delivered by an agent for		
	the subscribers to the memorandum of association		
Agent's name			
Building name/number			
Street			
Post town			
County/Region			
Postcode			
Country			
	I confirm that the requirements of the Companies Act 2006 as to registratio have been complied with	n	
Agent's signature	Signature	_ x	

Application to register a company

Presenter information	Important information	
You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.	Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.	
Coalact name BHAVESH PANCHAL	£ How to pay	
Company name KPMG LLP		
Address 15 CANADA SQUARE	A fee is payable on this form Make cheques or postal orders payable to 'Companies House' For information on fees, go to www.companieshouse.gov.uk	
	☑ Where to send	
Post town LONDON County/Region	You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below.	
Postcode	For companies registered in England and Wales The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ. DX 33050 Cardiff.	
Telephone 020 7694 4838	For companies registered in Scotland	
✓ Certificate	The Registrar of Companies, Companies House,	
We will send your certificate to the presenters address (shown above) or if indicated to another address shown below At the registered office address (Given in Section A6)	Fourth floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF DX ED235 Edinburgh 1 or LP - 4 Edinburgh 2 (Legal Post)	
☐ At the agents address (Given in Section H2).	For companies registered in Northern Ireland [*] The Registrar of Companies, Companies House,	
✓ Checklist	Second Floor, The Linenhall, 32-38 Linenhall Street,	
We may return forms completed incorrectly or	Belfast, Northern Ireland, BT2 8BG DX 481 N R Belfast 1	
Please make sure you have remembered the following You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website	Section 243 exemption If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below The Registrar of Companies, PO Box 4082, Cardiff, CF14 3WE	
I If the name of the company is the same as one already on the register as permitted by The Company	i Further information	
and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent You have used the correct appointment sections Any addresses given must be a physical location	For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk	
They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland)	This form is available in an	
number	alternative format. Please visit the	
The document has been signed, where indicated	forms nage on the website at	

www.companieshouse.gov.uk

☐ You have enclosed the correct fee

☐ You have enclosed the Memorandum of Association

Memorandum of association of CTEK Battery Management UK Ltd

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share.

Name of each subscriber	Authentication by each subscriber		
CTEK SWEDEN AB	Jon Lind		
	On behalf of CTEK SWEDEN AB		

Dated: ______ July 2015