



**FILE COPY**

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

Company Number **513243**

The Registrar of Companies for Scotland hereby certifies that

**ATB WIND TURBINE 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 Scotland

Given at Companies House on **17th August 2015**



**\*NSC5132439\***



**Companies House**



**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**

# IN01 007 601/640

## Application to register a company

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**  
You cannot use this form to  
register a limited liability partnership.  
If you want to register this, please use form LL.

WEDNESDAY



\*S4D5I59V\*  
SCT 05/08/2015 #55  
COMPANIES HOUSE

### Part 1 Company details

A1

#### Company name

To check if a company name is available use our WebCheck service and select  
the 'Company Name Availability Search' option:

[www.companieshouse.gov.uk/info](http://www.companieshouse.gov.uk/info)

Please show the proposed company name below.

Proposed company  
name in full ①

ATB WIND TURBINE LIMITED

For official use

5 < 5 1 3 2 4 3

→ **Filling In this form**  
Please complete in typescript or in  
bold black capitals.

All fields are mandatory unless  
specified or indicated by \*

① **Duplicate names**  
Duplicate names are not permitted.  
A list of registered names can  
be found on our website. There  
are various rules that may affect  
your choice of name. More  
information on this is available in  
our guidance booklet GP1 at:  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

A2

#### Company name restrictions ①

Please tick the box only if the proposed company name contains sensitive  
or restricted words or expressions that require you to seek comments of a  
government department or other specified body.

☐ I confirm that the proposed company name contains sensitive or restricted  
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.

① **Company name restrictions**  
A list of sensitive or restricted  
words or expressions that require  
consent can be found in our  
guidance booklet GP1 at:  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

A3

#### Exemption from name ending with 'Limited' or 'Cyfyngedig' ①

Please tick the box if you wish to apply for exemption from the requirement to  
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative.

☐ I confirm that the above proposed company meets the conditions for  
exemption from the requirement to have a name ending with 'Limited',  
'Cyfyngedig' or permitted alternative.

① **Name ending exemption**  
Only private companies that are  
limited by guarantee and meet other  
specific requirements are eligible  
to apply for this. For more details,  
please go to our website:  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

A4

#### Company type ①

Please tick the box that describes the proposed company type and members'  
liability (only one box must be ticked):

- ☐ Public limited by shares  
☒ Private limited by shares  
☐ Private limited by guarantee  
☐ Private unlimited with share capital  
☐ Private unlimited without share capital

① **Company type**  
If you are unsure of your company's  
type, please go to our website:  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

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Application to register a company

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**Situation of registered office ●**

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  
☒ Scotland  
☐ Northern Ireland

● **Registered office**

Every company must have a registered office and this is the address to which the Registrar will send correspondence.

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 ●**

Please give the registered office address of your company.

Building name/number

1

Street

Rutland Court

Post town

Edinburgh

County/Region

Postcode

E H 3 8 E Y

● **Registered office address**

You must ensure that the address shown in this section is consistent with the situation indicated in section A5.

You must provide an address in England or Wales for companies to be registered in England and Wales.

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively.

A7

**Articles of association ●**

Please choose one option only and tick one box only.

Option 1

I wish to adopt one of the following model articles in its entirety. Please tick only one box.

- ☐ 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

Option 3

☒ I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application.

● For details of which company type can adopt which model articles, please go to our website: [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

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**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](http://www.companieshouse.gov.uk)

# IN01

## Application to register a company

### Part 2

### Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

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.

For a secretary who is an individual, go to Section B1; For a corporate secretary, go to Section C1; For a director who is an individual, go to Section D1; For a corporate director, go to Section E1.

### Secretary

#### B1

#### Secretary appointments ①

Please use this section to list all the secretary appointments taken on formation.  
For a corporate secretary, complete Sections C1-C5.

|                  |  |
|------------------|--|
| Title*           |  |
| Full forename(s) |  |
| Surname          |  |
| Former name(s) ② |  |

① **Corporate appointments**  
For corporate secretary appointments, please complete section C1-C5 instead of section B.

**Additional appointments**  
If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

② **Former 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.

#### B2

#### Secretary's service address ①

|                      |  |
|----------------------|--|
| Building name/number |  |
| Street               |  |
| Post town            |  |
| County/Region        |  |
| Postcode             |  |
| Country              |  |

① **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 secretaries as the company's registered office.

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

#### B3

#### Signature ①

I consent to act as secretary of the proposed company named in Section A1.

|           |                                   |   |
|-----------|-----------------------------------|---|
| Signature | <div>Signature</div> <div>X</div> | X |
|-----------|-----------------------------------|---|

① **Signature**  
The person named above consents to act as secretary of the proposed company.

# IN01

## Application to register a company

### Corporate secretary

**C1**

#### Corporate secretary appointments <sup>①</sup>

Please use this section to list all the corporate secretary appointments taken on formation.

Name of corporate body/firm

AS COMPANY SERVICES LIMITED

Building name/number

1

Street

Rutland Court

Post town

Edinburgh

County/Region

Postcode

E H 3 B E Y

Country

**① Additional appointments**  
If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page.

**Registered or principal address**  
This is the address that will appear 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 within a full address), DX number or LP (Legal Post in Scotland) number.

**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**

**C3**

#### EEA companies <sup>②</sup>

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/firm is registered <sup>③</sup>

Scotland

Registration number

SC316974

**② EEA**  
A full list of countries of the EEA can be found in our guidance:  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**③** This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).

**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.

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered <sup>④</sup>

Registration number

**④ Non-EEA**  
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.

**C5**

#### Signature <sup>⑤</sup>

I consent to act as secretary of the proposed company named in Section A1.

Signature

Signature  
X  X

**⑤ Signature**  
The person named above consents to act as corporate secretary of the proposed company.

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## Application to register a company

## Director

**D1** Director appointments <sup>①</sup>

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)                          | Mario Francesco                 |
| Surname                                   | Marangoni                       |
| Former name(s) <sup>②</sup>               |                                 |
| Country/State of residence <sup>③</sup>   | Italy                           |
| Nationality                               | Italian                         |
| Date of birth                             | d 2 d 3 m 0 m 6 y 1 y 9 y 5 y 4 |
| Business occupation (if any) <sup>④</sup> | Manager                         |

**① 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.

**② Former 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.

**③ Country/State of residence**

This is in respect of your usual residential address as stated in section D4

**④ 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 <sup>①</sup>

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

|                      |               |
|----------------------|---------------|
| Building name/number | 1             |
| Street               | Rutland Court |
| Post town            | Edinburgh     |
| County/Region        |               |
| Postcode             | E H 3 8 E Y   |
| Country              |               |

**① Service address**

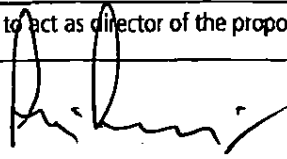
This is the address that will appear on the public record. This does not have to be your usual residential address.

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 <sup>①</sup>

I consent to act as director of the proposed company named in Section A1.

|           |  |
|-----------|--|
| Signature | Signature<br>X  X |
|-----------|--|

**① Signature**

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

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## Application to register a company

## Director

**D1** Director appointments <sup>①</sup>

Please use this section to list all the director appointments taken on formation.  
For a corporate director, complete Sections E1-E5.

|   |   |
|---|---|
| Title*                                    |   |
| Full forename(s)                          |   |
| Surname                                   |   |
| Former name(s) <sup>②</sup>               |   |
| Country/State of residence <sup>③</sup>   |   |
| Nationality                               |   |
| Date of birth                             | <div>d</div> <div>d</div> <div>m</div> <div>m</div> <div>y</div> <div>y</div> <div>y</div> <div>y</div> |
| Business occupation (if any) <sup>④</sup> |   |

**① 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.

**② Former 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.

**③ Country/State of residence**

This is in respect of your usual residential address as stated in section D4

**④ 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 <sup>⑤</sup>

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

|                      |   |
|----------------------|---|
| Building name/number |   |
| Street               |   |
| Post town            |   |
| County/Region        |   |
| Postcode             | <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> |
| Country              |   |

**⑤ 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 <sup>⑥</sup>

I consent to act as director of the proposed company named in Section A1.

|           |                                   |   |
|-----------|-----------------------------------|---|
| Signature | <div>Signature</div> <div>X</div> | X |
|-----------|-----------------------------------|---|

**⑥ Signature**

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

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## Application to register a company

## Corporate director

**E1****Corporate director appointments** ①

Please use this section to list all the corporate directors taken on formation.

Name of corporate body or firm

Building name/number

Street

Post town

County/Region

Postcode

Country

**① Additional appointments**

If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page.

**Registered or principal address**  
This is the address that will appear 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 within a full address), DX number or LP (Legal Post in Scotland) number.

**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** ②

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/firm is registered ②

Registration number

**② EEA**

A full list of countries of the EEA can be found in our guidance:  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**①** This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).

**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.

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ③

If applicable, the registration number

**③ Non-EEA**

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.

**E5****Signature** ④

I consent to act as director of the proposed company named in Section A1.

Signature

Signature

X

X

**④ Signature**

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



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Application to register a company

**Part 3****Statement of capital**

Does your company have share capital?

→ Yes Complete the sections below.

→ No Go to Part 4 (Statement of guarantee).

**F1****Share capital in pound sterling (£)**

Please complete the table below to show each class of shares held in pound sterling.

If all your issued capital is in sterling, only complete Section F1 and then go to Section F4.

| Class of shares<br>(E.g. Ordinary/Preference etc.) | Amount paid up on<br>each share ① | Amount (if any) unpaid<br>on each share ① | Number of shares ② | Aggregate nominal value ③ |
|--|-----------------------------------|---|--------------------|---------------------------|
| Ordinary   | £1                                |   | 1                  | £ 1.00                    |
|  |                                   |   |                    | £                         |
|  |                                   |   |                    | £                         |
|  |                                   |   |                    | £                         |
| <b>Totals</b>                                      |                                   |   | 1                  | £ 1.00                    |

**F2****Share capital in other currencies**

Please complete the table below to show any class of shares held in other currencies.

Please complete a separate table for each currency.

|  |                                   |   |                    |                           |
|--|-----------------------------------|---|--------------------|---------------------------|
| Currency   |                                   |   |                    |                           |
| Class of shares<br>(E.g. Ordinary/Preference etc.) | Amount paid up on<br>each share ① | Amount (if any) unpaid<br>on each share ① | Number of shares ② | Aggregate nominal value ③ |
|  |                                   |   |                    |                           |
|  |                                   |   |                    |                           |
| Totals   |                                   |   | 0                  | 0.00                      |

|  |                                   |   |                    |                           |
|--|-----------------------------------|---|--------------------|---------------------------|
| Currency   |                                   |   |                    |                           |
| Class of shares<br>(E.g. Ordinary/Preference etc.) | Amount paid up on<br>each share ① | Amount (if any) unpaid<br>on each share ① | Number of shares ② | Aggregate nominal value ③ |
|  |                                   |   |                    |                           |
|  |                                   |   |                    |                           |
| Totals   |                                   |   | 0                  | 0.00                      |

**F3****Totals**

Please give the total number of shares and total aggregate nominal value of issued share capital.

Total number of shares 1

Total aggregate nominal value ③ £1.00

③ Total aggregate nominal value  
Please list total aggregate values in  
different currencies separately. For  
example: £100 + € 100 + \$10 etc.

① Including both the nominal value and any share premium.

② Number of shares issued multiplied by nominal value of each share.

**Continuation Pages**

Please use a Statement of Capital continuation page if necessary.

③ Total number of issued shares in this class.

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Application to register a company

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.

Class of share

Ordinary

Prescribed particulars  
1

ORDINARY SHARES IN THE CAPITAL OF THE COMPANY RANK EQUALLY IN ALL RESPECTS INCLUDING IN RELATION TO:  
(A) VOTING RIGHTS;  
(B) RIGHTS, AS RESPECTS DIVIDENDS, TO PARTICIPATE IN A DISTRIBUTION;  
(C) RIGHTS, AS RESPECTS CAPITAL, TO PARTICIPATE IN A DISTRIBUTION;  
(D) WHETHER THE SHARES ARE TO BE REDEEMED OR ARE LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE SHAREHOLDERS.

**1 Prescribed particulars of rights attached to shares**

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.

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## Application to register a company

| Class of share              |  |
|-----------------------------|--|
| Prescribed particulars<br>① |  |
|                             |  |

### ① Prescribed particulars of rights attached to shares

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 a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.

# IN01

## Application to register a company

**F5**

### 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.

| Subscriber's details   | Class of share | Number of shares | Currency | Nominal value of each share | Amount (if any) unpaid | Amount paid |
|--|----------------|------------------|----------|-----------------------------|------------------------|-------------|
| Name<br>ATB Riva Calzoni SpA   | Ordinary       | 1                | GBP      | £1                          |                        | £1          |
| Address<br>Roncadelle (BS)<br>Via Industriale 13 Cap<br>25030<br>Brescia |                |                  |          |                             |                        |             |
| Name   |                |                  |          |                             |                        |             |
| Address  |                |                  |          |                             |                        |             |
| Name   |                |                  |          |                             |                        |             |
| Address  |                |                  |          |                             |                        |             |
| Name   |                |                  |          |                             |                        |             |
| Address  |                |                  |          |                             |                        |             |
| Name   |                |                  |          |                             |                        |             |
| Address  |                |                  |          |                             |                        |             |
| Name   |                |                  |          |                             |                        |             |
| Address  |                |                  |          |                             |                        |             |

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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.

#### 1 Name

Please use capital letters.

#### 2 Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

#### 3 Amount guaranteed

Any valid currency is permitted.

#### Continuation pages

Please use a 'Subscribers' continuation page if necessary.

#### Subscriber's details

Forename(s) 1

Surname 1

Address 2

Postcode

Amount guaranteed 3

#### Subscriber's details

Forename(s) 1

Surname 1

Address 2

Postcode

Amount guaranteed 3

#### Subscriber's details

Forename(s) 1

Surname 1

Address 2

Postcode

Amount guaranteed 3

# IN01

## Application to register a company

### Subscriber's details

|                     |  |
|---------------------|--|
| Forename(s) ①       |  |
| Surname ①           |  |
| Address ②           |  |
| Postcode            |  |
| Amount guaranteed ③ |  |

### Subscriber's details

|                     |  |
|---------------------|--|
| Forename(s) ①       |  |
| Surname ①           |  |
| Address ②           |  |
| Postcode            |  |
| Amount guaranteed ③ |  |

### Subscriber's details

|                     |  |
|---------------------|--|
| Forename(s) ①       |  |
| Surname ①           |  |
| Address ②           |  |
| Postcode            |  |
| Amount guaranteed ③ |  |

### Subscriber's details

|                     |  |
|---------------------|--|
| Forename(s) ①       |  |
| Surname ①           |  |
| Address ②           |  |
| Postcode            |  |
| Amount guaranteed ③ |  |

### Subscriber's details

|                     |  |
|---------------------|--|
| Forename(s) ①       |  |
| Surname ①           |  |
| Address ②           |  |
| Postcode            |  |
| Amount guaranteed ③ |  |

#### ① Name

Please use capital letters.

#### ② Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

#### ③ Amount guaranteed

Any valid currency is permitted.

#### Continuation pages

Please use a 'Subscribers' continuation page if necessary.

IN01

Application to register a company

**Part 5**

**Statement of compliance**

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**

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association.

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.

**Statement of compliance delivered by the subscribers**  
Every subscriber to the memorandum of association must sign the statement of compliance.

Subscriber's signature

Signature

X

*[Handwritten Signature]*  
**ATB RIVA CALZONI S.p.A.**

X

Subscriber's signature

Signature

X

X

Subscriber's signature

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IN01

Application to register a company

|                        |                |   |   |
|------------------------|----------------|---|---|
| Subscriber's signature | Signature<br>X | X | Continuation pages<br>Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign. |
| Subscriber's signature | Signature<br>X | X |   |
| Subscriber's signature | Signature<br>X | X |   |
| Subscriber's signature | Signature<br>X | X |   |

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 registration have been complied with. |                |
| Agent's signature   | Signature<br>X |

X



IN01

# Application to register a company

## Presenter 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.

Contact name **Nikki Watt**

Company name **Anderson Strathern LLP**

Address **1 Rutland Court**

Post town **Edinburgh**

County/Region

Postcode **E H 3 8 E Y**

Country **Scotland**

DX **DX ED3**

Telephone **0131 270 770**

## Certificate

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).
- ☐ At the agents address (Given in Section H2).

## Checklist

We may return forms completed incorrectly or with information missing.

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.
- ☐ If the name of the company is the same as one already on the register as permitted by The Company 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. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- ☐ The document has been signed, where indicated.
- ☐ All relevant attachments have been included.
- ☐ You have enclosed the Memorandum of Association.
- ☐ You have enclosed the correct fee.

## Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.

## How to pay

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](http://www.companieshouse.gov.uk)

## Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

**For companies registered in England and Wales:**  
The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ.  
DX 33050 Cardiff.

**For companies registered in Scotland:**  
The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post).

**For companies registered in Northern Ireland:**  
The Registrar of Companies, Companies House,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG.  
DX 481 N.R. Belfast 1.

**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.

## Further information

For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

This form is available in an alternative format. Please visit the forms page on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**COMPANY HAVING A SHARE CAPITAL**

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**MEMORANDUM OF ASSOCIATION OF**

**ATB WIND TURBINE LIMITED**

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 each.

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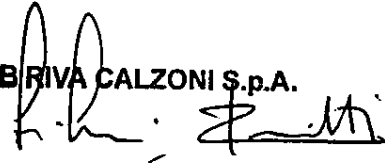
Name of each subscriber

Authentication by each subscriber

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ATB RIVA CALZONI SPA

ATB RIVA CALZONI S.p.A.



Dated: July 30, 2015

**ATB WIND TURBINE LIMITED (registered number**  
**(“the Company”)**

## 1. INTERPRETATION

**Act:** the Companies Act 2006;

**Appointor:** has the meaning given in article 12.1;

**Articles:** the Company's articles of association for the time being in force;

**Business Day:** any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in Edinburgh are generally open for business;

**Conflict:** has the meaning given in article 9.1:

**Eligible Director:** a director who would be entitled to vote on the matter at a meeting of directors (but excluding any director whose vote is not to be counted in respect of the particular matter):

**Holding Company:** a company that holds a majority in nominal amount of the issued ordinary share capital of the Company that confers the right to attend and vote at general meetings;

**Interested Director:** has the meaning given in article 9.1;

**Model Articles:** the model articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (*SI 2008/3229*) as amended prior to the date of adoption of these Articles; and

**Writing or written:** the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, save that, for the purposes of these Articles, "writing" or "written" shall not include the sending or supply of notices, documents or information in electronic form (other than by fax).

h

- 1.2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles but excluding any statutory modification of them not in force on the date when these Articles become binding on the Company.
- 1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.4 A reference in these Articles to an "article" is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.5 Any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 1.6 Save as expressly provided otherwise in these Articles, any reference to any statutory provision shall be deemed to include a reference to each and every statutory amendment, modification, re-enactment and extension thereof for the time being in force.

## **2. ADOPTION OF THE MODEL ARTICLES**

- 2.1 The Model Articles shall apply to the Company, except in so far as they are modified or excluded by these Articles or are inconsistent with these Articles, and, subject to any such modifications, exclusions or inconsistencies, shall together with these Articles constitute the articles of association of the Company to the exclusion of any other articles or regulations set out in any statute or in any statutory instrument or other subordinate legislation.
- 2.2 Articles 7, 8, 9(1), 11 to 14 (inclusive), 16, 17, 22, 26(5), 27 to 29 (inclusive), 36, 38, 39, 43, 44(2) and 50 to 53 (inclusive) of the Model Articles shall not apply to the Company.
- 2.3 Article 20 of the Model Articles shall be amended by the insertion of the words "(including alternate directors and the secretary)" before the words "properly incur".
- 2.4 In article 25(2)(c) of the Model Articles, the words "evidence, indemnity and the payment of a reasonable fee" shall be deleted and replaced with the words "evidence and indemnity".

- 2.5 Articles 31(1)(a) to (c) (inclusive) of the Model Articles shall be amended by the deletion, in each case, of the words "either" and "or as the directors may otherwise decide". Article 31(d) of the Model Articles shall be amended by the deletion of the words "either" and "or by such other means as the directors decide".

## **DIRECTORS**

### **3. DIRECTORS' MEETINGS**

- 3.1 Any decision of the directors must be taken at a meeting of directors in accordance with these Articles or must be a decision taken in accordance with article 4.
- 3.2 Subject as provided in these Articles, the directors may participate in directors' meetings for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. The directors will meet at least monthly.
- 3.3 All decisions made at any meeting of the directors or of any committee of the directors shall be made only by resolution, and no such resolution shall be passed unless all of Eligible Directors present at the meeting have voted in favour of such resolution.
- 3.4 Each director has one vote at a meeting of directors.
- 3.5 If at any time at or before any meeting of the directors or of any committee of the directors all directors participating should request that the meeting be adjourned or reconvened to another time or date (whether to enable further consideration to be given to any matter or for other directors to participate or for any other reason, which need not be stated) then such meeting shall be adjourned or reconvened accordingly, and no business shall be conducted at that meeting after such a request has been made. No meeting of directors may be adjourned pursuant to this article more than once.
- 3.6 The provisions of article 7 shall apply equally to meetings of any committee of the directors as to meetings of the directors.

### **4. UNANIMOUS DECISIONS OF DIRECTORS**

- 4.1 A decision of the directors is taken in accordance with this article when all Eligible Directors indicate to each other by any means that they share a common view on a matter.

4.2 Such a decision may take the form of a resolution in writing, where each Eligible Director has signed one or more copies of it, or to which each Eligible Director has otherwise indicated agreement in writing.

4.3 A decision may not be taken in accordance with this article if the Eligible Directors would not have formed a quorum at a directors' meeting to vote on the matter.

**5. NUMBER OF DIRECTORS**

The number of directors is not subject to any maximum, and unless the Company by ordinary resolution decide otherwise the minimum number of directors is one. No shareholding qualification for directors shall be required.

**6. CALLING A DIRECTORS' MEETING**

6.1 Any director may call a meeting of directors by giving not less than five Business Days' notice of the meeting (or such shorter period of notice as the directors may agree) to each director or by authorising the company secretary (if any) to give such notice.

6.2 Notice of any directors' meeting must be accompanied by:

- (a) an agenda specifying in reasonable detail the matters to be raised at the meeting; and
- (b) copies of any papers to be discussed at the meeting.

6.3 Matters not on the agenda, or business conducted in relation to those matters, may not be raised at a meeting of directors unless all the directors agree in writing.

**7. QUORUM FOR DIRECTORS' MEETINGS**

The quorum at any meeting of the directors (including adjourned meetings) shall be two Eligible Directors except where the Company has only one director where the quorum at any meeting of directors (including adjourned meetings) shall be one Eligible Director in this instance. No business shall be conducted at any meeting of the directors unless a quorum is participating at the beginning of the meeting and also when that business is voted on. If a quorum is not participating within 30 minutes of the time specified for the relevant meeting in the notice of the meeting then the meeting shall be adjourned for 5 Business Days at the same time and place.

**8. CHAIRING OF DIRECTORS' MEETINGS**

If the number of votes for and against a proposal at a meeting of directors are equal, the chairman or other director chairing the meeting [has or shall not have] a casting vote.

**9. DIRECTORS' INTERESTS**

- 9.1 For the purposes of section 175 of the Act, the shareholder(s) (and not the directors) shall have the power to authorise, by resolution and in accordance with the provisions of these Articles, any matter or situation proposed to them by any director which would, if not so authorised, involve a director (the **Interested Director**) breaching his duty under section 175 of the Act to avoid conflicts of interest (a **Conflict**).
- 9.2 The Interested Director must provide the shareholder(s) with such details as are necessary for the shareholder(s) to decide whether or not to authorise the Conflict, together with such additional information as may be requested by the shareholder(s).
- 9.3 Any authorisation by the shareholder(s) of a Conflict under this article may (whether at the time of giving the authorisation or subsequently):
- (a) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;
  - (b) provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the directors or otherwise) related to the Conflict;
  - (c) provide that the Interested Director will or will not be an Eligible Director in respect of any future decision of the directors in relation to any resolution related to the Conflict;
  - (d) impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the shareholder(s) think fit;
  - (e) provide that, where the Interested Director obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a director of the Company) information that is confidential to a third party, he will not be obliged to disclose that information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence; and
  - (f) permit the Interested Director to absent himself from the discussion of matters relating to the Conflict at any meeting of the directors and

be excused from reviewing papers prepared by, or for, the directors to the extent they relate to such matters.

- 9.4 Where the shareholder(s) authorise a Conflict:
- (a) the Interested Director will be obliged to conduct himself in accordance with any terms and conditions imposed by the shareholder(s) in relation to the Conflict; and
  - (b) the Interested Director will not infringe any duty he owes to the Company by virtue of sections 171 to 177 of the Act, provided he acts in accordance with such terms and conditions (if any) as the shareholder(s) impose in respect of their authorisation.
- 9.5 The shareholder(s) may revoke or vary such authorisation at any time but this will not affect anything done by the Interested Director prior to such revocation or variation in accordance with the terms of such authorisation.
- 9.6 A director, notwithstanding his office, may be a director or other officer of, employed by, or otherwise interested in any body corporate in which the Company is otherwise (directly or indirectly) interested, and no authorisation under article 9.1 shall be necessary in respect of any such interest.
- 9.7 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the shareholder(s) in accordance with these Articles (subject in each case to any terms and conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.
- 9.8 Subject to sections 177(5) and 177(6) of the Act, a director who is in any way, whether directly or indirectly, interested in a proposed transaction or arrangement with the Company shall declare the nature and extent of his interest to the other directors before the Company enters into the transaction or arrangement in accordance with the Act.
- 9.9 Subject to sections 182(5) and 182(6) of the Act, a director who is in any way, whether directly or indirectly, interested in a transaction or arrangement that has been entered into by the Company shall declare the nature and extent of his interest to the other directors as soon as is reasonably practicable in accordance with the Act, unless the interest has already been declared under article 9.8.



9.10 Subject, where applicable, to any terms and conditions imposed by the shareholder(s) in accordance with article 9.3, and provided a director has declared the nature and extent of his interest in accordance with the requirements of the Act, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company:

- (a) may be a party to, or otherwise interested in, any such transaction or arrangement with the Company, or in which the Company is otherwise (directly or indirectly) interested;
- (b) shall be an Eligible Director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such transaction or arrangement or proposed transaction or arrangement in which he is interested;
- (c) shall be entitled to vote at a meeting of directors (or of a committee of directors) or participate in any unanimous decision, in respect of such transaction or arrangement or proposed transaction or arrangement in which he is interested;
- (d) may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director;
- (e) may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested; and
- (f) shall not, save as he may otherwise agree, be accountable to the Company for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such contract, transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such contract, transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.

#### 10. RECORDS OF DECISIONS TO BE KEPT

Where decisions of the directors are taken by electronic means, such decisions shall be recorded by the directors in permanent form.

**11. APPOINTMENT AND REMOVAL OF DIRECTORS**

- 11.1 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director by ordinary resolution.
- 11.2 The Holding Company may, at any time and from time to 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 and any alternate director. Such removal or appointment shall be effected by notice to the Company signed by or on behalf of the Holding Company and left at or sent by post to the office or such other place designated by the directors for the purpose. Such removal or appointment shall take effect immediately upon deposit of the notice in accordance with the Articles or on such later date (if any) as may be specified in the notice.

**12. ALTERNATE DIRECTORS**

- 12.1 Any director (other than an alternate director) (in this article, the **Appointor**) may appoint any person (whether or not a director) to be an alternate director to exercise that director's powers, and carry out that director's responsibilities, in relation to the taking of decisions by the directors, in the absence of the alternate's Appointor. A person may be appointed an alternate director by more than one director.
- 12.2 Any appointment or removal of an alternate director must be effected by notice in writing to the Company signed by the Appointor, or in any other manner approved by the directors.
- 12.3 The notice must:
- (a) identify the proposed alternate; and
  - (b) in the case of a notice of appointment, contain a statement signed by the proposed alternate that he is willing to act as the alternate of the director giving the notice.
- 12.4 An alternate director has the same rights, in relation to any decision of the directors, as the alternate's Appointor.
- 12.5 Except as the Articles specify otherwise, alternate directors:
- (a) are deemed for all purposes to be directors;
  - (b) are liable for their own acts and omissions;
  - (c) are subject to the same restrictions as their Appointors; and
  - (d) are not deemed to be agents of or for their Appointors,

and, in particular (without limitation), each alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his Appointor is a member.

12.6 A person who is an alternate director but not a director:

- (a) may be counted as participating for the purposes of determining whether a quorum is present (but only if that person's Appointor is not participating); and
- (b) may participate in a unanimous decision of the directors (but only if his Appointor is an Eligible Director in relation to that decision, and does not himself participate).

12.7 A director who is also an alternate director is entitled, in the absence of his Appointor, to a separate vote on behalf of his Appointor, in addition to his own vote on any decision of the directors (provided that his Appointor is an Eligible Director in relation to that decision).

12.8 An alternate director may be paid expenses and may be indemnified by the Company to the same extent as if he were a director but shall not be entitled to receive from the Company any remuneration in his capacity as an alternate director except such part (if any) of the remuneration otherwise payable to the alternate's Appointor as the Appointor may by notice in writing to the Company from time to time direct.

12.9 An alternate director's appointment as an alternate terminates:

- (a) when the alternate's Appointor revokes the appointment by notice to the Company in writing specifying when it is to terminate;
- (b) on the occurrence, in relation to the alternate, of any event which, if it occurred in relation to the alternate's Appointor, would result in the termination of the Appointor's appointment as a director; or
- (c) when the alternate director's Appointor ceases to be a director for whatever reason.

## **SHARES**

### **13. SHARE CAPITAL**

No shares in the Company shall be allotted nor any right to subscribe for or to convert any security into any shares in the Company shall be granted without the consent of the Holding Company.

## **DECISION MAKING BY SHAREHOLDERS**

**14. GENERAL MEETINGS**

14.1 At any time when the Company has only one member:

- a) any decision that may be taken by the Company in general meeting may be taken by that member solely; and
- b) such a decision is as effective as if agreed by the Company in general meeting.

14.2 Where a sole member takes a decision under article 14.1, the sole member must (unless that decision is taken by way of a written resolution) provide the Company with written details of that decision.

**15. QUORUM FOR GENERAL MEETINGS**

15.1 No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

15.2 One person entitled to vote shall be a quorum if that person is a duly authorised representative of the Holding Company.

15.3 A corporation which is a member of the Company may, authorise such person as it thinks fit to act as its representative at any meeting of the Company. The person so authorised is entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member. Unless the directors otherwise decide, a copy of such authority certified notarially or in some other way approved by the directors shall be left at or sent by post to the office or such other place within the United Kingdom as the directors may determine before such representative is entitled to exercise any power on behalf of the corporation which he represents.

**16. POLL VOTES**

16.1 A poll may be demanded at any general meeting by a qualifying person (as defined in section 318 of the Act) present and entitled to vote at the meeting.

16.2 Article 44(3) of the Model Articles shall be amended by the insertion of the words "A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made" as a new paragraph at the end of that article.

**17. PROXIES**

- 17.1 Article 45(1)(d) of the Model Articles shall be deleted and replaced with the words "is delivered to the Company in accordance with the Articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of general meeting (or adjourned meeting) to which they relate".
- 17.2 Article 45(1) of the Model Articles shall be amended by the insertion of the words "and a proxy notice which is not delivered in such manner shall be invalid" as a new paragraph at the end of that article.

**ADMINISTRATIVE ARRANGEMENTS**

**18. MEANS OF COMMUNICATION TO BE USED**

- 18.1 Any notice, document or other information shall be deemed served on, or delivered to, the intended recipient:
- (a) if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted;
  - (b) if properly addressed and delivered by hand, when it was given or left at the appropriate address

For the purposes of this article, no account shall be taken of any part of a day that is not a working day.

- 18.2 In proving that any notice, document or information was properly addressed, it shall suffice to show that the notice, document or information was addressed to an address permitted for the purpose by the Act.

**19. INDEMNITY AND INSURANCE**

- 19.1 Subject to article 19.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:
- (a) each relevant officer of the Company shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer:
    - (i) in the actual or purported execution and/or discharge of his duties, or in relation to them; and

- (ii) in relation to the Company's activities as a trustee of an occupational pension scheme (as defined in section 235(6) of the Act),

including (in each case) any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's affairs; and

- (b) the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in article 19.1(a) and otherwise may take action to enable any such relevant officer to avoid incurring such expenditure.

19.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law.

19.3 The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss.

19.4 In this article:

- (a) a "relevant officer" means any director or other officer of the Company but excluding in each case any person engaged by the Company as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor; and
- (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company or any pension fund of the Company.