



**CERTIFICATE OF INCORPORATION  
ON RE-REGISTRATION OF A PUBLIC COMPANY  
AS A PRIVATE COMPANY**

Company No. **66410**

I hereby certify that

**OTIS INVESTMENTS LIMITED**

formerly registered as a public company has this day  
been re-registered under the Companies Act 1985 as a  
private company, and that the company is limited

Given under my hand at Companies House, Cardiff the  
**24th September 2007**

*Alender  
A Hendris*

An Authorised Officer

MONDAY



CRS      \*C055JT86\*      2  
24/09/2007  
COMPANIES HOUSE

THE COMPANIES ACT 1985-1989

PRIVATE COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

of

OTIS INVESTMENTS LIMITED

FRIDAY



(adopted by Special Resolution dated 14 September 2007)

Adoption of Table A

- 1 In these articles "Table A" means Table A scheduled to The Companies (Tables A to F) Regulations 1985 as amended prior to the date of adoption of these articles. The regulations contained in Table A shall, except where they are excluded or modified by these articles, apply to the company and, together with these articles, shall constitute the articles of the company. No other regulations set out in any statute concerning companies, or in any statutory instrument or other subordinate legislation made under any statute, shall apply as the regulations or articles of the company.

Interpretation

- 2 Words and expressions which bear particular meanings in Table A shall bear the same meanings in these articles. References in these articles to writing include references to any method of representing or reproducing words in a legible and non-transitory form. Headings are for convenience only and shall not affect construction.

Rights attached to shares

- 3 Subject to the provisions of the Act and to any rights conferred on the holders of any other shares, any share may be issued with or have attached to it such rights and restrictions as the company may by ordinary resolution decide or, if no such resolution has been passed or so far as the resolution does not make specific provision, as the directors may decide. Regulation 2 of Table A shall not apply.

Unissued shares

- 4 Subject to the provisions of the Act and to these articles, any unissued shares of the company (whether forming part of the original or any increased capital) shall be at the disposal of the directors who may offer, allot, grant options over or otherwise dispose of them to such persons at such times and for such consideration and upon such terms as they may determine.

Initial authority to issue relevant securities

- 5 Subject to any direction to the contrary which may be given by the company, the directors are unconditionally authorised to exercise all powers of the company to allot relevant securities.

The maximum nominal amount of relevant securities that may be allotted under this authority shall be the nominal amount of the unissued share capital at the date of adoption of these articles or such other amount as may from time to time be authorised by the company. The authority conferred on the directors by this article shall remain in force for a period of five years from the date of adoption of these articles but may be revoked, varied or renewed from time to time by the company in accordance with the Act.

#### Exclusions of pre-emption rights

- 6 Section 89(1) of the Act shall not apply to the allotment by the company of any equity security.

#### Notice of general meetings

- 7 Notice of every general meeting shall be given to all members other than any who, under the provisions of these articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the company, and also to the auditors or, if more than one, each of them. The last sentence of Regulation 38 of Table A shall not apply.

#### Proceedings at Meeting

- 8 All or any of the members of the Company may participate in a general meeting of the Company by means of a conference telephone or any communication equipment which allows all numbers participating in the meeting to hear each other.

A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall notwithstanding such participation be deemed to take place at the place at which such meeting was convened by the notice of meeting.

#### Votes of members

- 9 At a general meeting, but subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative and every proxy for any member (regardless of the number or the holdings of the members for whom he is a proxy) shall have one vote, and on a poll every member who is present in person or by proxy shall have one vote for every share of which he or she is the holder. Regulation 54 of Table A shall not apply.

#### Members may vote when money payable by them

- 10 Regulation 57 of Table A shall not apply.

#### Delivery of proxies

- 11 The instrument appointing a proxy and (if required by the directors) any authority under which it is executed or a copy of the authority, certified notarially or in some other manner approved by the directors, may be delivered to the office (or to such other place or to such person as may be specified or agreed by the directors) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to act or, in case of a poll taken subsequently to the date of the meeting or adjourned meeting, before the time appointed for the taking of the poll, and an instrument of proxy which is not so delivered shall be invalid. The directors may at their discretion treat a faxed or other machine made copy of

an instrument appointing a proxy as such an instrument for the purpose of this article Regulation 62 of Table A shall not apply.

#### Number of Directors

- 12 The maximum number and minimum number respectively of the Director's may be determined from time to time by ordinary resolution Subject to and in default of any such determination there shall be no maximum number of directors and the minimum numbers of directors shall be one Regulation 64 shall not apply

#### Alternate directors

- 13 Any director (other than an alternate director) may appoint any other director, or any other person who is willing to act, to be an alternate director and may remove from office an alternate director so appointed by him or her Regulation 65 of Table A shall not apply

#### Power to provide for employees

- 14 The directors may by resolution exercise any power conferred by the Act to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the company or that subsidiary

#### Delegation of directors' powers

- 15 The directors may delegate any of their powers (with power to sub-delegate) to committees consisting of such person or persons (whether directors or not) as they think fit Regulation 72 of Table A shall be modified accordingly

#### Appointment and removal of directors by majority shareholders

- 16 Any member holding, or any members holding in aggregate, a majority in nominal value of such of the issued share capital for the time being of the company as carries the right of attending and voting at general meetings of the company may by memorandum in writing signed by or on behalf of him or her or them and delivered to the office or tendered at a meeting of the directors or a general meeting of the directors or at a general meeting of the company at any time and from time to time appoint any person to be a director (either to fill a vacancy or as an additional director) or remove any director from office (no matter how he or she was appointed)

#### Appointment of directors by board

- 17 Without prejudice to the powers conferred by any other article, any other person may be appointed a director by the directors, either to fill a vacancy or as an additional director

#### No age limit or share qualification

- 18 No director shall be required to retire or vacate his office, and no person shall be ineligible for appointment as a director, by reason of his having attained any particular age No shareholding qualification for directors shall be required

#### Exclusion of rotation requirements and other provisions

- 19 Regulations 73 to 80 (inclusive) and the last sentence of regulation 84 of Table A shall not apply

#### Disqualification and removal of directors

- 20 The office of a director shall be vacated not only upon the happening of any of the events mentioned in regulation 81 of Table A but also if he or she is removed from office pursuant to these articles Regulation 81 of Table A shall be modified accordingly

#### Proceedings of Directors

- 21 Whenever the minimum number of directors shall be one, a sole director shall have authority to exercise all the powers and discretions expressed to be vested in the director's generally by the articles and Table A Regulations 89 and 90 shall be modified accordingly

#### Directors' gratuities and pensions

- 22 The directors may exercise all the powers of the company to provide benefits, either by the payment of gratuities or pensions or by insurance or in any other manner whether similar to the foregoing or not, for any director or former director or the relations, connections, or dependants of any director or former director who holds or has held any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or with a predecessor in business of the company or of any such body corporate and may contribute to any fund and pay premiums for the purchase or provision of any such benefit No director or former director shall be accountable to the company or the members for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the company Regulation 87 of Table A shall not apply

#### Notice of board meetings

- 23 Notice of a meeting of the directors shall be deemed to be properly given to a director if it is given to him personally or by word of mouth or sent in writing to him or her at his or her last known address or any other address given by him or her to the company for this purpose, or by any other means authorised in writing by the director concerned A director absent or intending to be absent from the United Kingdom may request the directors that notices of the meetings of the directors shall during his absence be sent in writing to him or her at an address or to a fax or e-mail address given by him or her to the company for this purpose, but if no request is made to the directors it shall not be necessary to give notice of a meeting of the directors to any director who is for the time being absent from the United Kingdom A director may waive notice of any meeting either prospectively or retrospectively Regulation 88 of Table A shall be modified accordingly

#### Participation in board meetings by telephone

- 24 All or any of the members of the board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is

#### Directors may vote when interested

- 25 A director who to his or her knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract with the company shall declare the nature of his or her interest at a meeting of the directors in accordance with the Act Subject where

applicable to such disclosure, a director shall be entitled to vote in respect of any contract or proposed contract in which he or she is interested and if he or she shall do so his or her vote shall be counted and he or she shall be taken into account in ascertaining whether a quorum is present Regulations 94 and 95 of Table A shall not apply

#### Official seal

- 26 The company may exercise all the powers conferred by the Act with regard to having any official seal and such powers shall be vested in the directors Subject to the provisions of the Act, any instrument to which an official seal is affixed shall be signed by such persons, if any, as the directors may from time to time determine

#### Notices

- 27 Any notice or other document may be served on or delivered to any member by the company either personally, or by sending it by post addressed to the member at his or her registered address or by fax to a number provided by the member for this purpose, or by leaving it at his or her registered address addressed to the member, or by any other means authorised in writing by the member concerned In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders Regulation 112 of Table A shall not apply

#### Time of service

- 28 Any notice or other document, if sent by post, shall be deemed to have been served or delivered twenty four hours after posting and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post Any notice or other document left at a registered address otherwise than by post, or sent by fax or other instantaneous means of transmission, shall be deemed to have been served or delivered when it was so left or sent Regulation 115 of Table A shall not apply

## THE COMPANIES ACT 1862

PRIVATE

~~PUBLIC~~ COMPANY LIMITED BY SHARES

## MEMORANDUM OF ASSOCIATION OF

Otis ~~PLC~~ INVESTMENTS LIMITED

INVESTMENTS LIMITED

PRIVATE

1 The name of the Company is "Otis ~~PLC~~" and the Company is a ~~public~~ company

2 The Registered Office of the Company will be situate in England

3 The objects for which the Company is established are -

(A) To acquire from and take over and carry on in succession to R Waygood & Co Limited the undertaking and goodwill of the business, and all or any part of the property of that company

(B) To enter into and carry into effect either with or without modification, an Agreement for the acquisition of the said business and property, which has already been prepared and is expressed to be made between R Waygood & Company Limited (incorporated 1894) and its Liquidator of the one part, and this Company of the other part, the draft whereof has for the purpose of identification been endorsed with the signatures of two of the subscribers hereto

(C) To carry on in the United Kingdom or elsewhere the businesses of Manufacturers and Constructors of and Dealers in Lifting Machinery and of Contractors for the working, inspection, and maintenance of Lifting Machinery, and of Hydraulic Electrical Mechanical and General Engineers and Contractors in all their respective branches

(D) To carry on all or any of the businesses of electricians suppliers of electricity for the purposes of light, heat motive power or otherwise, ironfounders tool makers brass founders metal workers boiler makers, machinists iron and steel converters smiths, wood workers, builders, painters, metallurgists and manufacturing chemists or any other businesses whether manufacturing or otherwise which may seem to the Company capable of being conveniently carried on in connection with the above businesses or any of them or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights

(E) To buy sell manufacture, repair, improve convert, alter hire, let on hire repair maintain exchange and deal in all kinds of plant machinery apparatus

112458 JA

tools, utensils, material products, commodities, articles and things commonly supplied or dealt in by persons engaged in any of the above businesses

(F) To erect, construct, carry out, maintain, improve, manage, work, control and superintend any roads, ways, tramways, railway branches or sidings, bridges, reservoirs, canals, docks, wharves, water-courses, hydraulic works, gas works, electric works, factories, warehouses, workshops, buildings, premises, plant, machinery, fixtures, or other works which may seem directly or indirectly conducive to or be necessary or advisable for any of the Company's objects or operations and to contribute to, subsidize or otherwise assist or take part in any such operations

(G) To purchase or otherwise acquire any patents, brevets d'invention, trade marks, licences, concessions and the like, conferring any exclusive or non-exclusive or limited right to use any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly, to benefit the Company, and to use, exercise, develop or grant licences in respect of or otherwise turn to account, the property and rights so acquired

(H) To purchase, take on lease, or in exchange, hire or otherwise acquire any lands, hereditaments, property or premises, whether of freehold, leasehold, or any other tenure, and any buildings, easements, rights and privileges, and real or personal property of any kind whatsoever necessary or convenient for the Company's business or for developing or utilizing any of the Company's property

(I) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any other company, firm or persons the objects of which shall be altogether or in part similar to those of this Company

(J) To make and carry into effect arrangements with respect to the union of interests, co-operation, or amalgamation, either in whole or in part, with any other companies, corporations, or persons

(K) To pay for any property or business in shares (to be treated as either wholly or partly paid up), or debentures, or debenture stock of the Company, or in money or partly in shares or debentures, or debenture stock and partly in money

(L) To sell, lease, let on hire, exchange, or otherwise dispose of absolutely, conditionally, or for any limited interest, any of the property, rights, or privileges of the Company, or all or any of its undertakings, and to accept payment thereof in money, shares, stock, debentures, or other obligations, either by a fixed payment or payments conditional upon or varying with gross earnings, profits, or other contingency

(M) To acquire by original subscription or otherwise and to hold and sell or otherwise dispose of shares, stock, revenues or profits of any company, corporation, partnership or person carrying on any business capable of being conducted so as directly or indirectly to benefit this Company and, upon any return of capital, distribution of assets or division of profits, to distribute such shares, stock, debentures or debenture stock among the Members of this Company in specie



(N) To borrow or raise money for the purposes of the Company and to execute and issue bonds or debentures (to bearer or otherwise) or debenture stock mortgages and other instruments for securing the repayment thereof, with or without charge upon all or any of the property of the Company or its uncalled capital and upon such terms as to priority or otherwise as the Company shall think fit

(O) To establish or promote or concur in establishing or promoting any other company whose object shall include the acquisition and taking over of all or any part of the assets and liabilities of this Company, or shall be in any manner calculated to enhance either directly or indirectly the interests of the Company and to acquire and hold shares stock or securities of or guarantee the payment of any securities issued by, or any other obligations of any such company

(P) To invest, lend or otherwise deal with the moneys of the Company not immediately required upon such securities, or without any security, in such manner as from time to time may be determined

(Q) To make, accept indorse, and execute promissory notes bills of exchange and other negotiable instruments

(R) To do all or any of the above things, either as principals, agents, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents sub-contractors trustees, or otherwise

(S) To provide for the welfare of persons in the employment of the Company or formerly in their employment, and the widows and children of such persons, and others dependent upon them, by granting money or pensions, providing schools reading rooms, places of recreation subscribing to sick or benefit clubs or societies, or otherwise as the Company shall think fit

(T) To remunerate any corporation or person, whether in the form of brokerage commission, or otherwise, for any services rendered in the formation of the Company, or for introducing business, obtaining subscriptions to or guaranteeing the subscriptions of, or placing or assisting in placing the shares or securities of the Company, or of any company or association promoted by this Company or in which it is interested, or otherwise assisting or rendering services to the Company

(U) To establish, maintain, and aid institutions for the benefit of persons, whether employed by or having dealings with the Company or not, including schools, libraries, dispensaries, infirmaries, provident societies, clubs, mechanics' and other institutions and friendly societies, and to grant pensions and allowances, and to make payments towards insurances, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for making experiments or opening out trade or for any public general, or useful object

(V) To execute and do generally all such other things as the Company may at any time consider incidental or conducive to the carrying out or attainment of the above objects or any of them

4 The liability of the Members is limited

5\* The capital of the Company is One Million Four Hundred and Fifty Thousand Pounds, divided into One Million Four Hundred and Fifty Thousand Ordinary Shares of One Pound each, with power to increase or reduce. The shares forming the capital (original increased or reduced) may be divided into such classes with such preferences and other special incidents, and be issued and held on such terms as may be prescribed by the Articles of Association and regulations of the Company for the time being, or otherwise

\*The capital of the Company at the close of business on 27th November, 1998 was Six Million Pounds divided into Six Million Ordinary Shares of One Pound each

*Handwritten signature*  
S. G. G. G.