

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES

FRIDAY



A13 "A8N2J8PN"

03/04/2009

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COMPANIES HOUSE

Memorandum of Association

OF

~~WARD & GOLDSTONE~~

(~~AUTOMOBILE EQUIPMENT~~)

LIMITED.

Ionix Systems Limited

1. The name of the Company is "~~WARD & GOLDSTONE (AUTO & AIRCRAFT EQUIPMENT) LIMITED.~~"

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

3. The objects for which the Company is established are--

(A) To carry on business as electricians and electrical engineers in general and in particular as installers and repairers of electric wiring systems in motor cars and other vehicles, aeroplanes and other aircraft, generally as motor repairers, motor body builders, aircraft repairers, cellulose, cleaners, painters and engineers, garage proprietors, motor accessory manufacturers and stockists, dealers in oil, petrol and fuels, in tyres and rubber and leather goods.

(B) To carry on business as manufacturers, merchants, factors and agents for the sale of and dealers in electrical and plastic goods and appliances of all descriptions, electrical fittings, machinery and apparatus, as general engineers, electrical contractors, electrical maintenance engineers; and to buy, sell, repair and service electrical installations and goods, whether supplied by the Company or otherwise.

The name of the company changed from Ward & Goldstone (Automobile Equipment) Limited on 28/06/1985 to Volux Wiring Systems Limited. The Company's name was then changed by a special resolution passed on 02/04/2009 to Ionix Systems Limited.

to carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

(D) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any options, rights, privileges, or easements over or in respect of any land or property, and any buildings, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.

(E) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, factories, mills, offices, works, shops, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses, and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same, or join with others in so doing.

(F) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and, as part of the consideration for such acquisition, to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any Shares, Debentures, Debenture Stock, or securities so received.

- (G) To apply for purchase or by other means acquire, and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, protections and concessions, and the like conferring any exclusive or non-exclusive right to use any secret or information which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (H) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, sell, dispose of, turn to account, transfer, grant or otherwise deal with, all or any part of the property, rights, or options of the Company.
- (I) To invest and deal with the moneys of the Company not immediately required in such manner as may be from time to time determined.
- (J) To lend and advance money or give credit to such persons and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantees or become security for any such persons.
- (K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock, perpetual or otherwise, and to secure the repayment of any money borrowed, raised, or owing by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (L) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.

- (M) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (N) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any corporations, companies, or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, authority, corporation, company, or persons any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (O) To procure the Company to be registered or recognised in any Colony or Dependency and in any Foreign Country or place.
- (P) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (Q) To remunerate any person, firm, or company rendering services to this Company, whether by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part, or otherwise.
- (R) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business, to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, widows, children, and other relatives and dependents of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependents.

- (s) To pay all or any expenses incurred in connection with the formation, promotion, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.
- (t) To promote any other company for the purpose of acquiring all or any of the property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company, or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (u) To sell or otherwise dispose of the whole or any part of the undertaking of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (v) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company, or of which this Company may have the power of disposing.
- (w) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the Members is Limited.

5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each.

We, the several persons whose Names, Addresses, and Descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber
<p>SAMPSON GOLDSTONE, 11 Sandringham Road, Birkdale, Lancs., Electrical Engineer</p>	One.
<p>DEREK SHALOM TESCIUBA, 592 Wilmslow Road, Withington, Manchester 20, Sales Representative</p>	One.
<p>P. JENSEN, 25 Westbury Road, Crumpsall, Manchester 8, Factory Manager</p>	One.

Dated the 17th day of October, 1957.

Witness to the above Signatures—

F. M. HARGREAVE,

3, Staveley Rd.,

AINSDALE,

Southport.

The Companies Acts 1948 to 1981Company Limited by SharesARTICLES OF ASSOCIATION

of

~~WARD & GOLDSTONE (AUTOMOBILE EQUIPMENT) LIMITED~~ ' Ionix Systems LimitedPRELIMINARY

- (a) Save as hereinafter provided the regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") as modified by the Companies Acts 1948 to 1981 (as defined by Section 119 (2) of the Companies Act 1981) shall apply to the Company
- (b) Regulations 3, 10, 11, 24, 73A, 75, 77, 79, 87, 89 to 94 and 136 of Table A shall not apply to the Company
- (c) The following definition shall apply to these Articles:-

"the Statutes" shall mean the Companies Acts 1948 to 1981 (as defined above) and every statutory modification and re-enactment thereof and every other Act for the time being in force concerning companies and affecting the Company

PRIVATE COMPANY

The Company is a private company and accordingly no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares

The name of the Company changed from Ward & Goldstone (Automobile Equipment) Limited on 28/06/1985 to Volux Wiring Systems Limited. The Company's name was then changed by a special resolution passed on 02/04/2009 to Ionix Systems Limited.

in or debentures of the Company with a view to all or any of such shares or debentures being offered for sale to the public

SHARES

3. (a) The Directors may allot, grant options over or otherwise deal with or dispose of any relevant securities (as defined by Section 14(10) of the Companies Act 1980) of the Company to such persons and generally on such terms and conditions as the Directors may think fit provided always that no share shall be issued at a discount, or otherwise in breach of the provisions of these Articles or of the Statutes
- (b) The general authority conferred by sub-paragraph (a) of this Article shall be unconditional and shall extend to an amount of shares equal to the authorised but unissued share capital of the Company from time to time. The said authority will expire on the date which is the fifth anniversary of the date upon which the resolution adopting this Article was passed unless renewed varied or revoked by the Company in general meeting
- (c) The Directors shall be entitled under the general authority conferred by sub-paragraph (a) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority and shall be entitled to allot pursuant to any such offer or agreement any relevant securities

- (d) Sub-sections (1) (6) and (7) of Section 17 of the Companies Act 1980 shall not apply to any allotment of equity securities (as defined in Section 17(11) of the Companies Act 1980) by the Company
4. Subject to the provisions of the Statutes any shares may be issued by the Company upon the terms that they are or are liable to be redeemed at the option of the Company or the shareholder on such terms and in such manner as the Company may before the issue of such shares by special resolution determine
5. To the extent permitted by and in accordance with the Statutes, the Company may:-
- (a) purchase its own shares (including any redeemable shares); and
 - (b) make a payment in respect of the redemption or purchase under Section 45 or (as the case may be) Section 46 of the Companies Act 1981 of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares

LIEN

6. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or jointly with two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may

at any time declare any share to be wholly or in part exempt from the provisions of this Article The Company's lien if any, on a share shall extend to all dividends payable thereon

CALLS

7. (a) The power of the Directors to make calls conferred by Clause 15 in Table A shall be modified by deleting from such Clause the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call"
- (b) The liability of any Member in default in respect of a call shall be increased by the addition at the end of Clause 33 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment"

TRANSFER OF SHARES

8. (a) The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share whether or not it is a fully paid share
- (b) A transfer of a fully paid share need not be executed by or on behalf of the transferee Regulation 22 of Table A shall be modified accordingly

GENERAL MEETINGS AND RESOLUTIONS

9. A resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and

effective as if the same had been passed at a General Meeting of the Company duly convened and held Any such resolution in writing may consist of two or more documents in like form each signed by one or more of such members or representatives

DIRECTORS

10. The first Director or Directors of the Company shall be the person or persons named in the statement delivered under Section 21 of the Companies Act 1976
11. Unless and until the Company in general meeting shall otherwise determine, there shall be no maximum number of Directors and the minimum number of Directors shall be one If and so long as there is a sole director, he may exercise all the powers and authorities vested in the Directors by these Articles or Table A
12. A Director shall not be required to hold any share qualification but he shall be entitled to receive notice of and to attend and speak at any General Meeting of the Company; and Clause 134 of Table A shall be modified accordingly
13. (a) A Director who is in any way whether directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with the Statutes
(b) Subject to the provisions of the Statutes, a Director may vote in respect of any contract or arrangement in which he is interested or upon any matter arising therefrom and he shall be reckoned in estimating a quorum where any such contract or arrangement is

under consideration If he shall vote on any such contract or arrangement his vote shall be counted Regulation 84 of Table A shall be modified accordingly

14. No person shall be disqualified from being appointed a director of the Company and no director of the Company shall be required to vacate that office by reason only of the fact that he has attained the age of 70 years or any other age, nor need the age of any such person or director nor the fact that any such person or director is over 70 or any other age be stated in any notice or resolution relating to his appointment or re-appointment nor shall it be necessary to give special notice under the Companies Acts of any resolution appointing, re-appointing or approving the appointment of a director by reason only of his age

15. Ward & Goldstone, public limited company shall have power from time to time and at any time to:-

- (a) appoint any person or persons as a Director or Directors, either as an addition to the existing Directors or to fill any vacancy, and to remove from office any Director howsoever appointed and
- (b) appoint to or remove from the office of managing director or any other executive or salaried office of the Company any Director of the Company

Any such appointment or removal shall be effected by an instrument in writing signed on behalf of Ward & Goldstone, public limited company by a Director and Secretary thereof and shall take effect upon lodgment at the registered office of the Company The terms of and powers

conferred by any such appointment shall be as stated in the resolution of appointment and may be altered added to withdrawn or otherwise amended at any time and from time to time by resolution of the Board of Ward & Goldstone, public limited company or of a duly authorised committee of such Board

16. (a) Clause 95 in Table A shall be ended at the words "shall then be eligible for re-election" and the succeeding words shall not apply to the Company; and
- (b) Clause 97 in Table A shall be ended at the words "additional director" and the succeeding sentence shall not apply to the Company

BORROWING POWERS

17. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit and to grant any mortgage charge or standard security over its undertaking property and uncalled capital or any part thereof and (subject to Section 14 of the Companies Act 1980) to issue debentures debenture stock and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party

ALTERNATE DIRECTORS

18. (a) Each Director shall have the power at any time to appoint as an alternate Director either another Director or any other person approved for that purpose by a resolution of the Directors and at any time to terminate such appointment. Every appointment and removal of an alternate Director shall be in

writing signed by the appointor and (subject to any approval required) shall (unless the Directors agree otherwise) only take effect upon receipt of such written appointment or removal at the registered office of the Company

(b) An alternate Director so appointed shall not be entitled as such to receive any remuneration from the Company except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct but shall otherwise be subject to the provisions of these Articles with respect to Directors. An alternate Director shall during his appointment be an officer of the Company and shall not be deemed to be an agent of his appointor

(c) An alternate Director shall (subject to his giving to the Company an address at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors and of any committee of the Directors of which his appointor is a member and to attend and to vote as a Director at any such meeting at which his appointor is not personally present and generally in the absence of his appointor to perform and exercise all functions rights powers and duties as a Director of his appointor and to receive notice of all General Meetings

(d) The appointment of an alternate Director shall automatically determine on the happening of any event which if he were a Director would cause him to vacate

such office or if his appointor shall cease for any reason to be a Director otherwise than by retiring and being re-appointed at the same meeting

- (e) A Director or any other person may act as alternate Director to represent more than one Director and an alternate Director shall be entitled at meetings of the Directors or any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director

POWERS OF DIRECTORS

19. It shall not be necessary for Directors to sign their names in any book which may be kept for the purpose of recording attendance at meetings; and Clause 86 in Table A shall be modified accordingly
20. Clause 88 in Table A shall be read and construed as if the words "becomes incapable by reason of mental disorder illness or injury of managing and administering his property and affairs" were substituted for the words "becomes of unsound mind"
21. A resolution in writing signed by all the directors or their respective alternates for the time being shall be as effective as a resolution passed at a meeting of the directors duly convened and held and may consist of several documents in the like form each signed by one or more of the directors or their respective alternates for the time being The above shall also apply to any resolution of a committee of Directors

PENSION AND ALLOWANCES

22. The directors may grant retirement pensions or annuities or other gratuities or allowances including allowances on

death to any person or to the widow or dependants of any person in respect of services rendered by him to the Company as director or in any other executive office or employment under the Company or indirectly as executive officer or employee of any subsidiary company of the Company or its holding company (if any) notwithstanding that he may be or may have been a director of the Company and may make payments and pay premiums towards and for funds insurances or trusts for such purposes in respect of such persons and may include rights in respect of such pensions annuities and allowances in the terms of engagement of any such person

23. Regulation 109 in Part I of Table A shall be read as if the words "or upon any other employee holding office as a director" were inserted therein after the words "managing director"

INDEMNITY

24. Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto including any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Companies Act 1948 or Section 136 of the Companies Act 1980 in which relief is granted to him by the Court and no Director or other officer shall be liable for any loss damage or misfortune which may happen to or be incurred by the Company in the

execution of the duties of his office or in relation thereto But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Companies Act 1948

No. of Company: 592717 *72*

form No. C.A.51

THE COMPANIES ACTS 1948 TO 1980

(COPY)

resolution (1)

pursuant to section 141 of the Companies Act 1948

ofWard & Goldstone (Automobile Equipment).....

..... Limited

Passed the ~~Eighteenth~~..... day ofJUNE..... 19.85...

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held atVolex House, Lissadel Street, Salford M6 6AP.....

on the ~~Eighteenth~~..... day ofJune..... 19.85...

the following (1) SPECIAL RESOLUTION was duly passed:—

(2)

That the name of the Company be changed
to Volex Wiring Systems Limited.

SIGNED*[Signature]*.....
DIRECTOR & SECRETARY



NOTES:

(1) Insert "Special" or "Extraordinary" as the case may be.

(2) This copy Resolution must be signed by the Chairman of the Meeting or a Director or the Secretary of the Company, and must then be filed with the Registrar of Companies within 15 days after being passed.

Base *(P)*
120843

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 592717

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I hereby certify that

WARD & GOLDSTONE (AUTOMOBILE EQUIPMENT) LIMITED

having by special resolution changed its name, is now

incorporated under the name of

VOLEX WIRING SYSTEMS LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the

28TH JUNE 1985

M. Israel
MRS. C. ISRAEL

an authorised officer

592717
15

VOLEX WIRING SYSTEMS LIMITED

EXTRACT FROM MINUTES OF THE ANNUAL GENERAL MEETING HELD AT FREDERICK ROAD
SALFORD M6 6AP ON THURSDAY 22 NOVEMBER 1984
=====

"AUDITORS

It was Resolved as a Special Resolution that in accordance with Section 12 of the Companies Act 1981 the Company exclude the provisions of Section 14(1) of the Companies Act 1976 from applying to the Company and it was further Resolved that auditors shall not be appointed for the ensuing years."

CERTIFIED A TRUE EXTRACT.

..... *K.S. Hooper* K.S. HOOPER
DIRECTOR & SECRETARY

...10/1/86..... DATE

Registered No: 592717

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION

OF

VOLEX WIRING SYSTEMS LTD.

(passed on 12 October 1990)

At the ANNUAL GENERAL MEETING of the company duly convened and held at Volex House, Lissadel Street, Salford M6 6AP on 12 October 1990 the following resolutions were passed as elective resolutions of the company pursuant to section 379A of the Companies Act 1985.

THAT:

- (1) Section 80A of the Companies Act 1985 shall henceforth apply to the giving or renewal of any authority to allot relevant securities of the company.
- (2) The company shall dispense with the laying of accounts and reports before general meetings of the company pursuant to section 252 of the Companies Act 1985.
- (3) The company shall dispense with the requirements to hold annual general meetings pursuant to section 366A of the Companies Act 1985.


CHAIRMAN