

Company No. 3780764

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

ABB LIMITED

FRIDAY



RM

"R2KOMHAG"

08/11/2013

#186

COMPANIES HOUSE

Adopted 2nd June 1999

PRELIMINARY

1 Subject as hereinafter provided the Regulations set out in Table A set out in the Schedule to The Companies (Table A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 ("Table A") shall apply to the Company

2. Regulations 23 to 26 (inclusive), 65, 73 to 78 (inclusive), 80, 97, 118, the second and third sentences of Regulation 79 and the last sentence of Regulation 84 of Table A shall not apply to the Company but the Regulations hereinafter contained together with the remaining Regulations of Table A shall, subject to the modifications hereinafter expressed, constitute the Regulations of the company. In the event of any conflict or inconsistency between the remaining Regulations of Table A and the Regulations herein contained the latter shall prevail

3. Any reference in these Regulations to an enactment shall be construed as a reference to that enactment as amended or extended by or under any other enactment and any reference to "the Act" shall be a reference to the Companies Act 1985 as so amended or extended.

PRIVATE COMPANY

4. The Company is a Private Company within the meaning of the Act.

SHARES

5. Sections 89 and 90 of the Act shall not apply to the Company.

TRANSFER OF SHARES

6. 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.

7. Article 6 of these Articles shall not apply to any transfer to a person who is already a member of the Company.

8. The instrument of transfer of any share shall be executed by or on behalf of the transferor who shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

GENERAL MEETINGS

9. For the purposes of Regulation 53 of Table A, a resolution in writing shall be deemed to have been duly executed, on behalf of a corporation, if it is signed by one of its directors or its secretary and, on behalf of joint holders of a share, if it is signed by any one of them.

DIRECTORS

10. The Company may by ordinary resolution, of which special notice has been given in accordance with Section 379 of the Act, remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

11. The Company may by ordinary resolution appoint another person in place of a Director removed from office under Article 11 and without prejudice to the powers of the Directors under Regulation 79 of Table A the Company in general meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director.

12. A member or members holding a majority in nominal amount of the issued ordinary shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors (provided that the total number of Directors shall not exceed the maximum number prescribed by or in accordance with these Articles) and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company signed by one of its directors on its behalf, and shall take effect upon lodgement at the registered office of the Company.

13. A Director who is in any way either directly or indirectly interested (whether through persons connected with him as defined in Section 346 of the Act or otherwise) in any contract,

transaction or arrangement (whether or not constituting a contract whether actual or proposed) with the Company or in which the Company is otherwise interested, shall declare the nature of his interest at a meeting of the Directors in accordance with Section 317 of the Act. Subject to such disclosure a Director shall be entitled to vote in respect of any such contract, transaction or arrangement (whether actual or proposed) in which he is interested and he shall be counted in reckoning whether a quorum is present, and Regulations 94 and 95 of Table A shall be modified accordingly.

14. Regulation 81 of Table A (disqualification and removal of directors) shall be amended by substituting for paragraphs (c) and (e) thereof the following provisions:

- (c) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director; or
- (e) he is otherwise duly removed from office.

15. Regulation 87 of Table A shall be modified by the insertion of the words "on behalf of the Company" between the words "the directors" and "may", in the first line thereof.

BORROWING POWERS OF DIRECTORS

16. The Directors may exercise all the powers of the Company to borrow money whether in excess of the nominal amount of the share capital of the Company for the time being issued or not and to mortgage or charge its undertaking property and uncalled capital or any part thereof and subject to Section 80 of the Act 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.

PROCEEDINGS OF DIRECTORS

17. Regulation 88 of Table A shall be amended by substituting for the sentence

It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom,

the following sentence:

Notice of every meeting of directors shall be given to each director or his alternate director, including directors and alternate directors who may for the time being be absent from the United Kingdom and have given the company their address outside the United Kingdom.

18. Any Director may participate in a meeting of the Directors or a meeting of a committee of the Directors by means of a conference telephone or similar telecommunications equipment enabling all persons participating in the meeting to hear each other and such participation shall be deemed to constitute presence at the meeting. Such a meeting shall be deemed to take place where the largest group of those participating in assembled, or, if there is no such group, where the Chairman of the meeting then is.

ALTERNATE DIRECTOR

19. Any Director being absent may appoint some other person to be his alternate or substitute Director during his absence, such alternate Director having in all respects the same rights and powers as the appointor. Any person who has been so appointed may be in like manner removed by the person who appointed him.

INDEMNITY

20. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and 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 judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company. 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 insofar as its provisions are not avoided by the Act.