Memorandum and Articles of Association

Lamps & Tubes Illuminations Limited

Company Number : 04202245

Date of Incorporation 19/04/2001

TUESDAY
R2MWME9M
RM 10/12/2013 #88
COMPANIES HOUSE

Darnells
Quay House, Quay Road
Newton Abbot, Devon, TQ12 2BU

Tel 01626 358500 Fax 01626 358501

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

LAMPS & TUBES ILLUMINATIONS LIMITED

Note: Clauses 1 to 5 of the Company's Memorandum of Association are treated as provisions of the Company's Articles of Association by virtue of S 28 of the Companies Act 2006 which came into force on 1 October 2009.

1 The name of the Company is Lamps & Tubes Illuminations Limited

2 The registered office of the Company will be situated in England and Wales

3. The object of the Company is to carry on business as a general commercial company. In particular, but without prejudice to the generality of the foregoing, the Company has the following objects

3 1(a) To carry on all or any of the businesses of general merchants and traders, cash and credit traders, agents and representatives, brokers and consultants, advisers, managers and administrators, financiers, importers and exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors, and shippers of, operators, hirers and letters on hire of, and dealers in all plant, machinery, tools, and equipment of all kinds, products, goods, wares, merchandise and produce of every description and to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises and generally to carry on any other trade or business whatsoever which can in the opinion of the Directors be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company, and to purchase or otherwise acquire and take over any businesses or undertakings which may be deemed expedient, or to become interested in, and carry on or dispose of, remove or put an end to the same or otherwise deal with any such businesses or undertakings as may be thought desirable, and

(b) to purchase or otherwise acquire and undertake all or any part of the business, property, liabilities l and transactions of any company, society, partnership or person carrying on any business which the Company is authorised to carry on or possessed of property suitable for any of the purposes of the Company, and to conduct and carry on, or liquidate and wind up, any such business

3 2 To purchase, take on lease or in exchange, hire or otherwise acquire and hold, for any estate or interest, and manage any lands, buildings, servitudes, easements, rights, privileges, concessions, machinery, plant, stock-in-trade and any heritable or moveable real or personal property of any kind.

3 3 To purchase or otherwise acquire any patents, brevets d'invention, licences, concessions, copyrights, trade marks, designs and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention, process or development which may seem to the Company 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, to use, exercise, develop, grant licences in respect of or otherwise turn to account any of the same and with a view to the working and development of the same to carry on any business whatsoever, whether manufacturing or otherwise, which the Company may think calculated directly or indirectly to achieve these objects

3 4 To form, promote, subsidise and assist companies, syndicates or other bodies of all kinds and to issue on commission or otherwise underwrite, subscribe for and take or guarantee the payment of any dividend or interest on any shares, stocks, debentures or other capital or securities or obligations of any such companies, syndicates or other bodies, and to pay or provide for brokerage commission and underwriting in respect of any such issue.

3 5 To enter into partnerships or into any arrangement for sharing profits, union of interests, co-operation, reciprocal concessions or otherwise with any person or company for the purpose of carrying on business within any of the objects of the Company

3 6 To carry on any other business 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 profitable any of the Company's property or rights

3 7 To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for any of the purposes of the Company

3 8 To develop, work, improve, manage, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property of the Company, to surrender or accept surrender of any lease or tenancy or rights, and to sell the property, business or undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for cash or shares, debentures or securities of any other company

3 9 To construct, erect, maintain, alter, replace or remove any buildings, works, offices, erections, plant, machinery, tools, or equipment as may seem desirable for any of the businesses or in the interests of the Company, and to manufacture, buy, sell and generally deal in any plant, tools, machinery, goods or things of any description which may be conveniently dealt with in connection with any of the Company's objects

3 10 To manage and conduct the affairs of any companies, firms and persons carrying on business of any kind whatsoever, and in any part of the world

3 11 To enter into, carry on and participate in financial transactions and operations of all kinds and to take any steps which may be considered expedient for carrying into effect such transactions and operations including, without prejudice to the generality of the foregoing, borrowing and lending money and entering into contracts and arrangements of all kinds

3 12 To borrow or raise money in such manner as the Company shall think fit and in particular by the' issue (whether at par or at a premium or discount and for such consideration as the Company may think fit) of bonds, debentures or debenture stock (payable to bearer or otherwise), mortgages or charges, perpetual or otherwise, and, if the Company thinks fit, charged upon all or any of the Company's property (both present and future) and undertaking including its uncalled capital and further, if so thought fit, convertible into any stock or shares of the Company or any other company, and collaterally or further to secure any obligations of the Company by a trust deed or other assurance

3 13 To guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or part of the undertaking, property, assets and rights present and future and uncalled capital of the Company or by both such methods or by any other means whatsoever, the liabilities and obligations of and the payment of any moneys whatsoever (including but not limited to capital, principal, premiums, interest, dividends, costs and expenses on any stocks, shares or securities) by any person, firm or company whatsoever including but not limited to any company which is for the time being the holding company or a subsidiary (both as defined by section 736 Companies Act 1985 as amended by the Companies Act 1989) of the Company or of the Company's holding company or is controlled by the same person or persons as control the Company or is otherwise associated with the Company in its business

3 14 To grant indemnities of every description and to undertake obligations of every description

3 15 To make, draw, accept, endorse and negotiate bills of exchange or other negotiable instruments and to receive money on deposit or loan

3 16 To pay all or any expenses incurred in connection with the formation and promotion and incorporation of the Company and to pay commission to and remunerate any person or company for services rendered in underwriting or placing, or assisting to underwrite or place, any of the shares in the Company's capital or any debentures or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business

3 17 To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up dares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the

Company has power to issue, or partly in one mode and partly in another and generally on such terms as the Company may determine.

3 18 To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine

3 19 While the Company remains a private company, and subject to the provisions of the Companies Act 1985, to.

(a) remunerate or undertake to remunerate any person, firm or company rendering services to the Company, whether by cash payment or by the allotment to him it or them of shares or securities of the The Company credited as paid in full or in part or otherwise, and

(b) give financial assistance (within the meaning of section 152(1)(a) Companies Act 1985).

3 20 To make loans or donations to such persons and in such cases (and in the case of loans either of cash or of other assets) as the Company may think directly or indirectly conducive to any of its objects or otherwise expedient

3 21 To distribute among the members in specie any property of the Company or any proceeds of sale, disposal or realisation of any property of the Company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law

3 22 To subscribe for, purchase or otherwise acquire, take, hold, or sell any shares or stock, bonds, debentures or debenture stock, or other securities or obligations of any company and to invest or lend any of the moneys of the Company not immediately required for its operations in such manner, with or without security, and whether at home or abroad, as the Company may think fit.

3 23 To amalgamate with any other company whose objects are or include objects similar to those of the Company and on any terms whatsoever.

3 24 To procure the Company to be registered or recognised in any country or place abroad

3.25 To obtain any provisional or other order or Act of Parliament of this country or of the legislature of any other State for enabling the Company to carry any of its objects into effect, or for effecting any modifications of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceeding or application which may seem calculated, directly or indirectly, to prejudice the Company's interests

3 26 To appoint any person or persons, firm or firms, company or companies to be the attorney or agent of the Company and to act as agents, managers, secretaries, contractors or in similar capacity

3 27 To insure the life of any person who may, in the opinion of the Company, be of value to the Company as having or holding for the Company interests, goodwill or influence or other assets and to pay the premiums on such insurance

3 28 To establish and maintain or procure the establishment and maintenance of contributory or non pension or superannuation funds for the benefit of the persons referred to below, to grant emoluments, pensions, allowances, donations, gratuities and bonuses to such persons and to make payments for or towards insurance on the life or lives of such persons, to establish, subsidise, subscribe to or otherwise support any institution, association, society, club, other establishment, or fund, the support of which may, in the opinion of the Company, be calculated directly or indirectly to benefit the Company or any such persons, or may be connected with any place where the Company carries on business; to institute and maintain any institution, association, society, club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or such persons, to join, participate in and subsidise or assist any association of employers or employees or any trade association; and to subscribe or guarantee money for charitable or benevolent objects or for any public, general or useful object or for any exhibition; the said persons are any persons who are or were at any time in the employment or service of the Company or of any company which is for the time being the holding company or a subsidiary (both as defined by section 736 Companies Act 1985) of the Company or of the Company's holding company or is otherwise associated with the Company in its business or who are or were at any time directors or officers of the Company or of such other company as aforesaid, and holding or who held any salaried employment or office in the Company or such other company, and the wives, widows, families or dependants of any such persons.

3 29 To purchase and maintain for any Officer of the Company any insurance policy indemnifying such officer against liability for negligence, default, breach of duty or breach of trust or any other liabilities which may be lawfully insured against

3 30 To take, make, execute, enter into, commence, carry on, prosecute or defend all steps, contracts, agreements, negotiations, legal and other proceedings, compromises, arrangements and schemes, and to do all other acts, matters and things which shall at any time appear conducive or expedient for the advantage or protection of the Company

3 31 To do all or any of the above things in any part of the world and either as principals, agents, contractors, trustees, or otherwise, and either alone or in conjunction with others

3.32 To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them

It is hereby declared that·

(a) the word" company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed; and

(b) the objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation should be given thereto and they shall not, except where the context expressly so requires, be in any way limited or restricted by application of the ejusdem generis rule or by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub- clause or by the name of the Company, none of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have fall power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company

4 The liability of the members is limited

5 The share capital of the company is £500,000 divided into 500,000 shares of £1 00 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 (in words)
Theydon Nominees Limited 25 Hill Road Theydon Bois Epping Essex CM16 7LX Signed on behalf of THEYDON NOMINEES LIMITED	One
Theydon Secretaries Limited 25 Hill Road Theydon Bois Epping Essex CM16 7LX Signed on behalf of THEYDON SECRETARIES LIMITED	One

Dated 22 March 2001

WITNESS to the above Signatures ·

Keith Robert Neill
25 Hill Road
Theydon Bois
Epping
Essex
CM16 7LX

Accountant

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

LAMPS & TUBES ILLUMINATIONS LIMITED

PRELIMINARY

1. The Company shall be a private company within the meaning of the Companies Act 1985 (hereinafter referred to as "the Act") and subject as hereinafter provided the regulations contained in The Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company

2 Regulations 60, 61, 64, 73-78 (inclusive), 80 and 94-98 (inclusive) of Table A shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company

GENERAL MEETINGS

3 In every notice calling a General Meeting of the Company there shall prominently appear a statement that a member who is entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of that member and that the proxy need not be a member of the Company Every notice calling a General Meeting of the Company shall also be sent to the current Auditors of the Company

SHARE CAPITAL

4 The Company is a private company limited by shares, within the meaning of the Act As at the date of adoption of these Articles the share capital is £500,000 divided into £499,900 Ordinary shares of £1 00 each and 100 'B' Ordinary shares of £1 00 each. The shares rank pari passu in all respects except the profits of the company which are resolved to be divided amongst the Members in any year shall be applied in paying the holders of the respective classes of shares dividends at such respective rates (if any) as the Company in General Meeting shall determine and so that a dividend or dividends may be declared on one or several classes of shares to the exclusion of any class or classes and that dividends at different rates may be declared on the respective classes of shares The Directors may pay an interim dividend or dividends on one or several classes of shares to the exclusion of any class or classes and may pay interim dividends at different rates on the respective classes of shares.

5 The Directors of the Company are authorised during the period of five years from the date of incorporation of the Company to allot, grant options over or otherwise dispose of the original shares in the capital of the company to such persons at such

times and on such conditions as they think fit, subject to the provisions of Articles 6 and 7 and provided that no shares shall be issued at a discount

6. Subject to any direction to the contrary that may be given by the Company in general meeting, any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion as nearly as possible to the nominal value of the existing shares held by them and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer if not accepted shall be deemed to be declined, and after the expiration of such time or on receipt of an intimation from the member to whom the notice is given that he declines to accept the shares, the Directors may dispose of the same in such manner as they think most beneficial to the Company The provisions of section 89 of the Act shall have effect only insofar as they are not inconsistent with this Article

7 A member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the share in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may dispose of so many of such shares as shall remain indisposed of in any manner he may think fit within three months from the date of the said notice

8 The obligation under Article 6 relating to the sealing of share certificates shall apply only if the Company has a common seal.

DIRECTORS

9 The first Director or Directors of the Company shall be appointed in writing by the completion of the statement required to be delivered under Section 10 of the Act.

10 Unless otherwise determined by ordinary resolution, the number of Directors (other than alternate directors) shall not be subject to any maximum, but shall be not less than one

11 The Company shall not be subject to Section 293 of the Act, and accordingly any person may be appointed a Director of the Company notwithstanding that he has attained the age of seventy years and no Director shall be liable to vacate office by reason only of his having attained that age or any other age.

12 A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising therefrom, and if he shall so vote, his vote shall he counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration

13 A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine

14 Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, provided that nothing therein contained shall authorise a Director to act as Auditor for the Company.

15 If at any time and from time to time there shall be only one Director (other than alternate directors) of the Company such Director may act alone in exercising all the powers, discretion and authority vested in the Directors and regulation 89 in Table A shall be modified accordingly

SECRETARY

16 The first Secretary or Secretaries of the Company shall be appointed in writing by the completion of the statement required to be delivered under Section 10 of the Act

NAMES AND ADDRESSES OF SUBSCRIBERS

Theydon Nominees Limited
25 Hill Road
Theydon Bois
Epping
Essex
CM16 7LX

Signed on behalf of THEYDON NOMINEES LIMITED

Theydon Secretaries Limited
25 Hill Road
Theydon Bois
Epping
Essex
CM16 7LX

Signed on behalf of THEYDON SECRETARIES LIMITED

Dated. 22 March 2001

WITNESS to the above Signatures ·

Keith Robert Neill
25 Hill Road
Theydon Bois
Epping
Essex
CM16 7LX

Accountant