

FILE COPY



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

Company Number **10838584**

The Registrar of Companies for England and Wales, hereby certifies that

JOHNSON CONTROLS SWEDEN HOLDINGS (UK) LTD

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 England and Wales

Given at Companies House, Cardiff, on **27th June 2017**



* N10838584O *



Companies House



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



Companies House

IN01_(ef)

Application to register a company



Received for filing in Electronic Format on the: **27/06/2017**

X69GTUJ

Company Name in full: **JOHNSON CONTROLS SWEDEN HOLDINGS (UK) LTD**

Company Type: **Private company limited by shares**

Situation of Registered Office: **England and Wales**

Proposed Registered Office Address: **9/10 THE BRIARS
WATERBERRY DRIVE
WATERLOOVILLE
HAMPSHIRE
UNITED KINGDOM PO7 7YH**

Sic Codes: **64209**

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Proposed Officers

Company Director *1*

Type: **Person**

Full Forename(s): **MARK**

Surname: **AYRE**

Service Address: **9/10 THE BRIARS
WATERBERRY DRIVE
WATERLOOVILLE
HAMPSHIRE
UNITED KINGDOM PO7 7YH**

*Country/State Usually
Resident:* **UNITED KINGDOM**

Date of Birth: ****/10/1963** *Nationality:* **ENGLISH**

Occupation: **FINANCE
DIRECTOR
TRANSFORMATION**

The subscribers confirm that the person named has consented to act as a director.

Company Director 2

Type: **Person**

Full Forename(s): **PETER**

Surname: **SCHIESER**

Service Address: **29 AVE. DE LA PORTE NEUVE
LUXEMBOURG
LUXEMBOURG L-2227**

*Country/State Usually
Resident:* **LUXEMBOURG**

Date of Birth: ****/04/1967** *Nationality:* **GERMAN**

Occupation: **SR. CORPORATE
COUNSEL**

The subscribers confirm that the person named has consented to act as a director.

Statement of Capital (Share Capital)

<i>Class of Shares:</i>	ORDINARY	<i>Number allotted</i>	69586944
<i>Currency:</i>	USD	<i>Aggregate nominal value:</i>	69586944
<i>Prescribed particulars</i>			

EACH SHARE CARRIES THE RIGHT TO ONE VOTE ON A POLL. THE RIGHT TO VOTE IS DETERMINED BY REFERENCE TO THE REGISTER OF MEMBERS. ALL DIVIDENDS SHALL BE DECLARED AND PAID ACCORDING TO THE AMOUNTS PAID UP ON THE SHARES. THE SHARES DO NOT CARRY ANY RIGHTS AS RESPECTS TO CAPITAL TO PARTICIPATE IN A DISTRIBUTION (INCLUDING ON A WINDING-UP) OTHER THAN THOSE THAT EXIST AS A MATTER OF LAW. THE SHARES ARE NOT REDEEMABLE.

Statement of Capital (Totals)

<i>Currency:</i>	USD	<i>Total number of shares:</i>	69586944
		<i>Total aggregate nominal value:</i>	69586944
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

<i>Name:</i>	JOHNSON CONTROLS LUXEMBOURG INDIA HOLDING S.A.R.L.	<i>Class of Shares:</i>	ORDINARY
<i>Address</i>	4 RUE JEAN MONNET LUXEMBOURG LUXEMBOURG L-2180	<i>Number of shares:</i>	69586944
		<i>Currency:</i>	USD
		<i>Nominal value of each share:</i>	1
		<i>Amount unpaid:</i>	0
		<i>Amount paid:</i>	1

Persons with Significant Control (PSC)

Statement of initial significant control

On incorporation, there will be someone who will count as a Person with Significant Control (either a registerable person or relevant legal entity (RLE)) in relation to the company

Relevant Legal Entity (RLE) details

Company Name: **JOHNSON CONTROLS INTERNATIONAL PUBLIC LIMITED COMPANY**

Service Address: **ONE ALBERT QUAY ALBERT QUAY
CORK
IRELAND**

Legal Form: **PUBLIC LIMITED COMPANY**

Governing Law: **IRELAND**

Register Location: **COMPANIES REGISTRATION OFFICE**

Country/State: **IRELAND**

Registration Number: **543654**

<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, 75% or more of the shares in the company.
<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, 75% or more of the voting rights in the company.
<i>Nature of control</i>	The relevant legal entity has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.

Statement of Compliance

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

Name: **JOHNSON CONTROLS LUXEMBOURG INDIA HOLDING S.A.R.L.**
Authenticated **YES**

Authorisation

Authoriser Designation: **subscriber** *Authenticated* **YES**

COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

Johnson Controls Sweden Holdings (UK) Ltd

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.

Name of each subscriber

Authentication by each subscriber

Johnson Controls Luxembourg India Holding S.a.r.l.

Dated: 27 June 2017