

893949

**THE COMPANIES ACT 1985**

**COMPANY LIMITED BY SHARES**

**NEW**

**ARTICLES OF ASSOCIATION**

**OF**

**BOC HELEX LIMITED**

**(Adopted by Special Resolution passed 8 January 1987,  
amended by Special Resolutions passed 24 November 1993,  
6 January 2006 and 2 November 2007)**

**PRELIMINARY**

- 1 The Regulations contained in Table A of The Companies (Tables A to F) Regulations (as amended by the Companies (Tables A to F) (Amendment) Regulations 1985) shall apply save in so far as they are excluded or varied by or inconsistent with the Articles as hereinafter provided and shall constitute the Articles of Association of the Company
- 2 Regulations 22, 50, 65 to 69 inclusive, 73 to 80 inclusive, 84, 89, 90, 93, 97, 100, 109, 115 and 118 shall not apply

**SHARE ALLOTMENTS**

- 3 Pursuant to Section 91 of the Act the Company shall be excluded from compliance with Sections 89(1), Section 90(1) to 90(5) inclusive and 90(6)
- 4 All of the ordinary shares of £0.05 each shall rank pari passu in all respects with the "US\$" shares of US\$1 each

**Notes**

The name of the Company was changed from Computeraid Services Limited by Special Resolution dated 23 August 1979 and authority of the Secretary of State dated 3 October 1979

The name of the Company was changed from Airco Helex Limited to BOC Helex Limited on 10 February 1995 pursuant to a Special Resolution passed on 27 January 1995

A new clause 4 was inserted on 2 November 2007

## **SINGLE-MEMBER**

- 5 If, and for so long as, the Company has only one member, the following provisions shall apply
- (a) One person entitled to vote upon the business to be transacted, being the sole member of the Company or a proxy for that member or (if such member is a corporation) a duly authorised representative of such member, shall be a quorum and regulation 40 of Table A shall be modified accordingly Regulation 41 of Table A shall not apply to the Company
  - (b) The sole member of the Company (or the proxy or authorised representative of the sole member representing that member at the relative general meeting) shall be the chairman of any general meeting of the Company and regulation 42 of Table A shall be modified accordingly
  - (c) A proxy for the sole member of the Company may vote on a show of hands and regulation 54 of Table A shall be modified accordingly
  - (d) All other provisions of these Articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to a company which has only one member

## **DIRECTORS AND ALTERNATE DIRECTORS**

- 6 A member or members holding a majority in nominal amount of the issued ordinary share capital for the time being in the Company shall have power from time to time and at any time to appoint any person as a director or alternate director and to remove from office any director or alternate 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 lodgment at the registered office of the Company
- 7 The adoption of these Articles shall not invalidate any then existing appointment of a director or alternate director but any such person shall thenceforth be subject to the provisions of these Articles concerning removal of directors and alternate directors
- 8 In the absence of the director for whom he acts as alternate, an alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which that director is a member, to attend and vote at any such meeting and generally to perform all the functions of that director but shall not be entitled to receive any remuneration from the Company for his services as an alternate director
- 9 An alternate director shall cease to be an alternate director if the director for whom he acts as alternate ceases to be a director (subject to the provisions of Article 11 below)
- 10 In addition to the requirements of Regulation 81, a director or alternate director shall cease to be a director or alternate director of the Company if he ceases for whatever reason to be an employee of the Company, or an employee of The BOC Group plc or any of its subsidiaries or related companies as defined in Schedule 4 of the Act (hereafter referred to as The BOC Group) unless those qualified under Article 6 above to appoint directors and alternate directors state in writing their wish that he continue to act, in which case he shall be deemed to be reappointed and shall continue to act as a director or alternate director of the Company

- 11 An alternate director acting prior to reappointment for a director reappointed according to the provisions of Article 10 above shall automatically continue to act as alternate for that director unless specifically removed

### **ROTATION OF DIRECTORS**

- 12 The directors shall not be subject to retirement by rotation

### **PROCEEDINGS OF DIRECTORS**

- 13 The quorum for the transaction of the business of the directors shall be two. An alternate director shall, if the director for whom he acts as alternate is not present, be counted in the quorum
- 14 The directors shall cause minutes to be made in books provided for the purpose
- (a) Of all appointments and removals of directors and officers
  - (b) Of the names of those present at each meeting of the directors and at any meeting of a committee of the directors
  - (c) Of all resolutions and proceedings at all meetings of the company, of the directors and of committees of directors, and at all class meetings of the shareholders
- 15 A resolution in writing signed by all the directors or by all the members of a committee for the time being (which resolution may consist of several documents in the like form each signed by one or more of the said directors or the said members of such committee) or a resolution to which every such director or every such member of a committee has signified his approval in writing or by cable, overseas telegram, telex or facsimile instrument shall be as valid and effectual as if it had been passed at a meeting of the directors or of such committee (as the case may be) duly called and constituted. For the purpose of this Article the signature or approval of an alternate director (if any) shall suffice in place of the signature of the director to whom he has been appointed alternate
- 16 To Regulation 94 shall be added the following sub-paragraph
- "(e) his interest arises solely by virtue of his being an employee or director of The BOC Group "

### **NOTICES**

- 17 The last sentence of Regulation 112 shall not apply to the Company
- 18 A notice sent to a destination abroad may be communicated by telex, facsimile transmission or other means of rapid communication

### **INDEMNITY**

- 19 Where permitted by legislation, the Company may indemnify any of its directors or any director of any associated company against any liability. It may buy and maintain insurance for such individuals against any liability

The Company will indemnify each director and other officer against any losses suffered as a director or officer when defending any legal proceedings in which judgment is given in his

favour or he is acquitted. The Company will also indemnify a director or officer for any losses relating to any statutory application in which he is granted relief by the court. For the purposes of this Article, no person appointed or employed by the Company as an auditor is an officer of the Company.