

3104786
The Companies Acts 1985 to 1989

COMPANY LIMITED BY SHARES



ARTICLES OF ASSOCIATION
(as amended by Special Resolution passed 6 January 2006)

of

BOC INVESTMENTS NO.2 LIMITED*

PRELIMINARY

1. The Regulations contained in Table A of The Companies (Tables A to F) Regulations 1985 (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.

Definitions in these Articles:

"Group" means the Company and its Subsidiaries for the time being, and "member of the Group" shall be construed accordingly

"BOC" means The BOC Group plc

"BOC Group" means BOC and its Subsidiaries for the time being, and "member of the BOC Group" shall be construed accordingly.

SHARE ALLOTMENTS

3. The directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot relevant securities (as defined in the Act) up to the amount of the authorised share capital of the Company as at the date of these Articles at any time or times during the period of five years from that date and at any time thereafter pursuant to any offer or agreement made by the Company within that period.
4. 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).

* The name of the Company changed from BOC No.4 Limited to BOC Investments No.2 Limited on 2 June 1999 pursuant to a Special Resolution passed 12 May 1999.

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. The last sentence of Regulation 88 shall be replaced by "A director who is also an alternate director shall be entitled in the absence of the director for whom he acts as alternate to a separate vote on behalf of that director in addition to his own vote."
10. 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 12 below).
11. 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 a member of 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.

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

ROTATION OF DIRECTORS

13. The directors shall not be subject to retirement by rotation.

PROCEEDINGS OF DIRECTORS

14. 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.
15. (1) Any one or more (including, without limitation, all) of the directors, or any committee of the directors, may participate in a meeting of the directors or of such committee,
 - (a) by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time or
 - (b) by a succession of telephone calls to directors from the chairman of the meeting following disclosure to them of all material points.

Participating by such means shall constitute presence in person at a meeting. Such meeting shall be deemed to have occurred in (a) at the place where most of the directors participating are present or, if there is no such place, where the chairman of the meeting is present and in (b) where the chairman of the meeting is present.

- (2) If any director who is for the time being absent from the United Kingdom shall have left with the secretary a memorandum specifying an address outside the United Kingdom to which such notices should be sent during any period, then the secretary shall during that period give such director notice of directors' meetings by any telegraphic or facsimile transmission sent to such address and any meeting of directors held more than forty-eight hours after the sending of such transmission shall be deemed to have been duly convened.
 - (3) Any director may waive notice of any meeting and any such waiver may be retroactive.
16. 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.

17. 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.
18. 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 any member of the BOC Group."

NOTICES

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

INDEMNITY

21. 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.