

THE COMPANIES ACT 2006

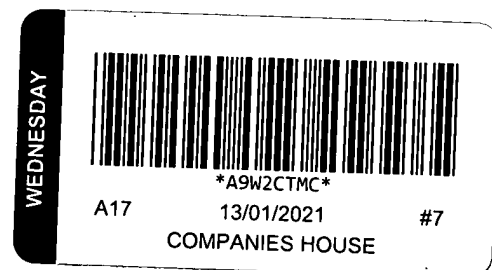
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

CLIMATECARE OXFORD LIMITED

(the "Company")



1. **Introduction and Definitions**

1.1 In these Articles, the following words and expressions shall have the following meanings:

- (a) **"Model Articles"** means the Model Articles for Private Companies Limited by Shares, as set out in Schedule 1 to the Companies (Model Articles) Regulations (SI 2008/3229);
- (b) the **"Act"** means the Companies Act 2006, including any statutory modification, replacement or re-enactment of such Act from time to time in force;
- (c) **"Nominee"** means a nominee appointed by the Secured Institution in connection with any charge, mortgage or other security interest over the shares in the Company; and
- (d) the **"Parent"** means the corporation (if any), which is the registered holder for the time being of the entire issued ordinary share capital of the Company for the time being.

1.2 The articles contained in the Model Articles shall apply to the Company, save to the extent that they are varied or excluded by, or are inconsistent with the following Articles, and together such Articles shall comprise the Articles of Association. Save as expressly set out in this Article 1.2, no regulations set out in any statute or statutory instrument concerning companies shall apply as Articles of the Company.

1.3 A reference in this document to **"MA Article 1"** shall be to article 1 of the Model Articles. References to other articles of the Model Articles shall be made accordingly, save that the numbering of such references shall correspond to the numbering of the relevant provision of the Model Articles.

1.4 The following Model Articles shall not apply to the Company: MA Article 3; MA Articles 7 and 8; MA Article 9(1) to 9(3); MA Articles 10 and 11; MA Article 13; MA Articles 14 to 18 inclusive; MA Articles 20 to 22 inclusive; MA Article 25; MA Article 26(5); MA Article 44(1)(a); MA Article 48; and MA Article 52.

2. Directors' General Authority

- 2.1 Subject to the Articles and to the applicable provisions for the time being of the Act, the directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.
- 2.2 The conduct of the Company and of its directors and other representatives shall at all times have regard to the following:
- (a) The purposes of the Company are to promote the success of the Company for the benefit of its members as a whole and, through its business and operations, to have a material positive impact on society and the environment, taken as a whole.
 - (b) A director shall have regard (amongst other matters) to:
 - (i) the likely consequences of any decision in the long term,
 - (ii) the interests of the Company's employees,
 - (iii) the need to foster the Company's business relationships with suppliers, customers and others,
 - (iv) the impact of the Company's operations on the community and the environment,
 - (v) the desirability of the Company maintaining a reputation for high standards of business conduct, and the need to act fairly between members of the Company,
 - (c) For the purposes of a director's duty to act in the way he or she considers, in good faith, most likely to promote the success of the Company, a director shall not be required to regard the benefit of any particular stakeholder interest or group of stakeholder interests as more important than any other.
 - (d) Nothing in this Article express or implied, is intended to or shall create or grant any right or any cause of action to, by or for any person (other than the Company).
 - (e) The directors of the Company shall for each financial year of the Company prepare a strategic report as if sections 414A(1) and 414C of the Act (as in force at the date of adoption of these Articles) applies to the Company whether or not they would be required to do so otherwise than by this Article.

3. Issue of New Shares

- 3.1 No share or beneficial interest in a share shall be issued or allotted to any person other than to the Parent or to such other person as shall have been approved by the Parent in writing.
- 3.2 For the avoidance of doubt, the directors shall not be permitted to exercise any right to issue shares in the Company or to grant rights to subscribe for, or to convert any

security into, shares in the Company in accordance with the provisions of section 550 of the Act, save to the extent that they have the prior written consent of the Parent.

3.3 Subject to both Articles 3.1 and 3.2 and to the provisions of sections 549 and 551 of the Act, the directors of the Company may allot, grant options over or otherwise dispose of shares in the Company to such persons at such times and generally on such terms and conditions as they think proper.

3.4 In accordance with section 567 of the Act, sections 561 and 562 of the said Act are excluded.

4. Transfer of Shares

4.1 The directors shall register the transfer by the Parent of any share in the Company and, if directed by the Parent in writing, the transfer by any other person of any share in the Company. The directors shall not register a transfer in any other circumstance.

4.2 MA Article 26(1) shall be modified by the inclusion of the words "Subject to Article 4.1 of the Articles" at the beginning of that Article.

4.3 Notwithstanding anything to the contrary contained in these Articles:

(a) the directors shall not refuse to register any transfer of shares and may not suspend registration of any such transfer of shares to a bank or institution in connection with the granting to such bank or institution of a charge or other security interest over shares, whether as agent or security trustee for a group of banks or institutions or otherwise, or to any Nominee or any transferee of such bank or institution (a "**Secured Institution**"), or in connection with the enforcement of such charge or other security interest (including by any administrative receiver, administrator or receiver and manager or similar entity); and

(b) any lien on shares (whether fully or partly paid up) which the Company has shall not apply in respect of any shares over which a charge or other security interest has been granted by way of security to a Secured Institution.

4.4 Notwithstanding anything to the contrary contained in these Articles, no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its Nominee and no Secured Institution or its Nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under these Articles or otherwise howsoever to require such shares to be transferred to them, whether for consideration or not.

4.5 A certificate by any official of a Secured Institution that the relevant shares are charged or mortgaged shall be conclusive evidence of that fact.

5. Proceedings at General Meetings

5.1 Subject to Article 5.2, two persons present who are entitled to vote upon the business to be transacted shall be a quorum, each being a member or a proxy for a member or a duly authorised representative of a corporation.

5.2 At such times as the Company has only one member, one person entitled to vote upon the business to be transacted shall be a quorum, being the sole member or a proxy for the sole member or a duly authorised representative of a corporation which is the sole member.

5.3 At such times as the Company has only one member and that member takes a decision which may be taken by the Company in general meeting and which has effect as if agreed by the Company in general meeting, such member shall (unless his decision is taken by way of written resolution) provide the Company with a written record of that decision.

6. Proxies

The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially (or in some other way approved by the directors) may:

6.1 in the case of an appointment in hard copy form, be:

- (a) deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 24 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- (b) delivered at the meeting or adjourned meeting at which the person named in the instrument proposes to vote at any time before the meeting in question takes place to the Chairman or to the secretary or to any director; or

6.2 in the case of an appointment in electronic form, where an address has been specified by the Company pursuant to section 333 of the Act for the purpose of receiving communications in that form, be received at that address not less than 24 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or

6.3 in the case of a poll, be delivered in hard copy form at the meeting at which the poll was demanded to the Chairman or to the secretary or to any director, or at the time and place at which the poll is held to the Chairman or to the secretary or to any director or scrutineer;

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

In calculating when a proxy notice is to be delivered, no account is to be taken of any part of a day that is not a working day. A notice revoking the appointment of a proxy must be given in accordance with the Act.

7. Number of Directors

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

8. Delegation of Directors' Powers

- 8.1 The directors may delegate any of their powers to committees consisting of one or more directors or other persons, provided that the Parent has given its prior written consent. MA Article 5(1) shall be modified accordingly.
- 8.2 Any reference in these Articles to a committee of directors or to a director as a member of such a committee shall only refer to a committee as constituted under and in accordance with Article 8.1.

9. Appointment and Removal of Directors

- 9.1 The Parent may by memorandum in writing at any time and from time to time to appoint any person who is willing to act as a director of the Company and is permitted by law to do so either to fill a casual vacancy or as an additional director, or to remove any director from office. Such memorandum must be signed by or on behalf of the Parent and delivered to the registered office or produced to a meeting of the directors. Such appointment or removal shall take effect directly upon such delivery or production of the memorandum or at such later time (if any) specified in such memorandum.
- 9.2 Without prejudice to the provisions of Article 9.1, any person who is willing to act as a director and is permitted by law to do so may be appointed as a director of the Company either:
- (a) by ordinary resolution of the members, or
 - (b) by a resolution of the directors.
- 9.3 A person ceases to be a director as soon as:
- (a) that person ceases to be a director by virtue of any provision of the Act or is prohibited from being a director by law;
 - (b) a bankruptcy order is made against that person;
 - (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - (d) a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
 - (e) notification is received by the Company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;
 - (f) that person is absent from meetings of directors for six months without permission and the directors have resolved that that person should cease to be a director;

- (g) he is removed in accordance with Article 9.1; or
- (h) notice of termination is served or deemed served upon the director and that notice is given by all the other directors for the time being.

10. Directors' Decision Making

- 10.1
 - (a) The directors may take decisions either at a duly convened and quorate meeting of the board of the Company or by means of a directors' written resolution.
 - (b) A resolution proposed at a meeting of the board of the Company shall be passed when a majority of the directors who are present and who are entitled to vote on the resolution in question have voted in its favour.
 - (c) A resolution proposed by means of a directors' written resolution shall be passed when all of the directors who are entitled to vote have voted in favour of the resolution.
- 10.2
 - (a) The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be one. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum.
 - (b) The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number. A sole director shall have authority to exercise all powers and discretions vested in the directors.
 - (c) Any director or alternate director may validly participate in a meeting of the board of directors through the medium of telephone conference, video conference or any other similar form of communication equipment or medium, provided that all directors or alternate directors participating in the meeting are able to communicate to the other directors any information or opinions that they may have on any particular item of the business to be considered at the meeting.
 - (d) Any director or alternate director who participates in a meeting in the manner set out in Article (c) shall be deemed to be present in person at the meeting and shall be counted in a quorum and subject to any interest that he may have in relation to the matters to be considered shall be entitled to vote.
 - (e) Subject to the Act, all business transacted in such manner by the board or a committee of the board shall for the purpose of these Articles be deemed to be validly and effectively transacted at a meeting of the board or a committee of the board irrespective of where the directors are and how they communicate with each other. If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
 - (f) Without prejudice to the obligation of each director to declare an interest in accordance with the Act, a director may vote at a meeting of the board or a

committee of the board on any resolution concerning a matter in which he has an interest, whether direct or indirect, which relates to a transaction or arrangement with the Company, or in relation to which he has a duty. Having so declared any such interest or duty he may have, the director shall be counted in the quorum present when any such resolution is under consideration, and if he votes on such resolution his vote shall be counted.

- 10.3 (a) Any director may call a meeting of the board. The company secretary (if any) must call a meeting of the board, if a director so requests. A meeting of the board is called by giving notice of the meeting to the directors.
- (b) Notice of any meeting of the board must indicate the proposed date, time and location of the meeting, and if it is anticipated that the directors participating in the meeting will not be in the same place, the notice should state how it is proposed that they should communicate with each other during the meeting. Notice of a meeting of the board must be given to each director, but need not be in writing.
- 10.4 A director shall be entitled to propose a matter to the other directors by circulating a directors' written resolution. The company secretary (if any) must propose and circulate a written resolution to the directors, if requested to do so by any director.
- 10.5 Notice of a proposed directors' written resolution must be given in writing to every director and must indicate both the resolution that is being proposed and the time by which it is proposed that the directors should approve the resolution. A resolution is passed as a directors' written resolution when all of the directors who would have been entitled to vote on the resolution at a meeting of the directors, have signed a copy of such resolution or have otherwise approved such resolution in writing.
- 10.6 A director may waive his entitlement to notice of any directors' written resolution either prospectively or retrospectively. Where notice is so waived, the validity of the directors' written resolution shall not be called into question on the grounds that notice was not given to that director.
- 10.7 A directors' written resolution that is signed or approved by an alternate director need not also be signed or approved by the director who appointed him and vice versa.
- 10.8 All acts done by any meeting of directors, or of any committee or sub-committee of the directors, or by any person acting as a member of any such committee or sub-committee, shall as regards all persons dealing in good faith with the Company be valid, notwithstanding that there was some defect in the appointment of any director or any such persons, or that any such persons were disqualified or had vacated office, or were not entitled to vote.
- 10.9 The board must ensure that the Company keeps a record, in writing, of every majority decision taken by the directors and of every directors' written resolution for at least 10 years from the date of the decision or resolution.

11. Directors' Interests

11.1 Subject to the provisions of the Act, and provided that he has disclosed to the other directors the nature and extent of any material interest of his, a director notwithstanding his office:

- (a) may be a party to, or otherwise interested in, any existing or proposed transaction or arrangement with the Company or in which the Company is otherwise interested;
- (b) may be a director or other officer of, or employed by, or a party to any existing or proposed transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested, and
- (c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

11.2 For the purposes of Article 11.1:

- (a) a general notice to the Board that a director is to be regarded as having an interest of the nature and extent specified in the notice in any existing or proposed transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

12. Alternate Directors

12.1 A director other than an alternate director, may appoint another director to be an alternate director, and may remove from office any alternate director so appointed.

12.2 An alternate director may be appointed or removed by notice in writing to the Company, or in any other manner approved by the board from time to time. Any notice of appointment or removal shall be signed by the director making or revoking the appointment. The notice must identify the proposed alternate director clearly and must state when the appointment or termination of appointment is to take effect.

- 12.3 (a) An alternate director shall automatically cease to be an alternate director, if his appointor ceases to be a director.
- (b) The appointment of an alternate director shall also cease automatically upon the occurrence of any event which, if he were a director, would cause him to vacate office.

- 12.4 (a) An alternate director has the same rights, in relation to any board meeting or directors' written resolution, as the alternate's appointor.
- (b) Except as otherwise provided in these Articles, alternate directors:
- (i) are deemed for all purposes to be directors of the Company;
 - (ii) are liable for their own costs and omissions;
 - (iii) are subject to the same restrictions as their appointors; and
 - (iv) are not deemed to be agents of or for their appointors.
- (c) A person who is an alternate director but not a director may be counted for the purposes of determining whether a quorum is present at a meeting of the Board. If an alternate director is himself a director or shall attend a board meeting as an alternate for more than one director, his voting rights shall be cumulative, but he shall not be counted more than once for the purposes of the quorum.
- (d) A person who is an alternate director but not a director may sign a written resolution (but only if it is not signed or to be signed by that person's appointor.
- (e) An alternate director is not entitled to receive any remuneration from the Company for serving as an alternate director, except such part of the alternate appointor's remuneration as the appointor may direct by notice in writing made to the Company.

13. Change of Name

- 13.1 The Parent may by memorandum in writing at any time and from time to time direct that the name of the Company be changed. Such a memorandum must be signed by or on behalf of the Parent and must be delivered to the registered office or produced to a meeting of the directors.
- 13.2 Directly upon receipt of such notice (or otherwise as directed by the Parent), the directors shall, or shall procure, that notice of such proposed change of name shall be given to the Registrar of Companies in accordance with the provisions of section 79 of the Act, together with the appropriate fee.

14. Secretary

If the Company is required by the Act to have a secretary, or if the Company is not so required but the directors decide that the Company should have a secretary, the secretary shall be appointed by the directors for such term, at such remuneration and upon such other conditions as they may think fit, and any secretary so appointed may be removed by them.

15. Indemnities and Insurance

- 15.1 Any indemnity provided by or pursuant to this Article shall apply, only to the extent permitted by, and subject to the restrictions of, the Act. For the avoidance of doubt, this Article does not allow any indemnity to be granted which is more extensive than is permitted by the Act.
- 15.2 With the written consent of the Parent, the Company may indemnify any person who is a director or other officer (other than an auditor) of the Company out of the assets of the Company from and against any loss, liability or expense incurred by him or them in relation to the Company.
- 15.3 With the written consent of the Parent, the Company may indemnify any person who is a director of a company or that is a trustee of an occupational pension scheme (as defined in section 235(6) of the 2006 Act) out of the assets of the Company from and against any loss, liability or expense incurred by him or them in connection with such company's activities as trustee of the scheme.
- 15.4 With the written consent of the Parent, the directors may purchase and maintain insurance at the expense of the Company for the benefit of any person who is or was at any time a director, or other officer (other than an auditor) of the Company or of any associated company (as defined in section 256 of the 2006 Act) of the Company or a trustee of any pension fund or employee benefits trust for the benefit of any employee of the Company.
- 15.5 With the written consent of the Parent, the directors may, subject to the provisions of the Act, exercise the powers conferred on them by section 205 of the 2006 Act to:
- (a) provide funds to meet expenditure incurred or to be incurred in defending proceedings referred to in that section; or
 - (b) take any action to enable such expenditure not to be incurred.

16. Communications

- 16.1 Any notice, document or information to be given to or by any person pursuant to these Articles or otherwise by the Company to a member (other than a notice calling a meeting of the directors or a committee of the directors) shall be in writing or shall be given in electronic form or, in the case of a notice, document or information sent by the Company to a member, by publication on a website subject to and in accordance with the Act.
- 16.2 A notice, document or information given by electronic means to an address specified for the purpose is deemed to have been given 24 hours after it was sent.
- 16.3 A notice, document or information given by means of publication on a website is deemed to have been given when: (i) the notice, document or information was first made available on the website; or (ii) if later, when notification that the notice, document or information was available on the website was received or deemed received.