

Company No. 07632295

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

Of

ClimateCare Oxford Limited

(the "Company")

.....2017

("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a written resolutions of the Company, having effect as a special resolution (the "**Resolution**"):-

SPECIAL RESOLUTION

THAT, the Articles of Association of the Company be amended by the addition of a new Clause 3.1 as follows:-

3.1 The conduct of the Company and of its directors and other representatives shall at all times have regard to the following:

- (1) 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.
- (2) A Director shall have regard (amongst other matters) to:
 - a) the likely consequences of any decision in the long term,
 - b) the interests of the Company's employees,
 - c) the need to foster the Company's business relationships with suppliers, customers and others,
 - d) the impact of the Company's operations on the community and the environment,



- e) the desirability of the Company maintaining a reputation for high standards of business conduct, and the need to act fairly as between members of the Company,
- (3) 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.
- (4) 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).
- (5) 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 Companies Act 2006 (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.

AGREEMENT



28/06/17

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Edward Hanrahan
Director

For and on behalf of ClimateCare Limited
Company no. JE108096

Date