



THE COMPANIES ACT 1948

AN UNLIMITED COMPANY HAVING A SHARE CAPITAL

00671868

MEMORANDUM OF ASSOCIATION

of

LENNOX INDUSTRIES

- 1.* The Company's name is "Lennox Industries".
2. The Company's registered office is to be situated in England.
- 3.** The object of the Company is to carry on business as a general commercial company.

Without prejudice to the generality of the object and powers of the Company derived from section 3A of the Act, the Company has power to do all or any of the following things -

- (i) to carry on and engage in all or any of the businesses of heating, ventilating, air conditioning and general engineers, manufacturers and installers of, dealers in, importers and exporters of, hirers of, contractors for, financiers, brokers and agents for, suppliers and repairers of, designers, developers and constructors of, heating, ventilating and air conditioning systems and equipment, temperature control plant, furnaces and boilers of all types, tubes, heat exchangers, economisers, turbines, blowers, engines, machines, motors, air receivers, burners, nozzles, pumps, hydraulic plant and apparatus and all other appliances, apparatus and equipment capable of being employed for the purpose of

* On 5th January 1996, the Company was re-registered as unlimited.

** Clause 3 of the memorandum of association was altered by a special resolution passed on 18th December 1995.

heating, ventilating and air conditioning in all its forms;

- (ii) to carry on business as heating and ventilating experts and advisors and contractors and engineers in respect of heating and ventilating installations and air conditioning apparatus;
- (iii) to carry on business as manufacturers of thermal and sound insulation material;
- (iv) to undertake and carry on any business transaction or operation undertaken or carried on by financiers, concessionaries, merchants or manufacturers and to appoint agents, dealers and distributors and establish branches throughout the world for the purposes of the Company;
- (v) to apply for or otherwise obtain, and to protect (by registration or otherwise), extend and renew (in each case in any part of the world), disclaim and modify any patents, copyright, trade marks, designs and other intellectual property of the Company; to experiment upon, test or improve any such property; and to carry out research and development in connection with any business or proposed business of the Company or any other person;
- (vi) to manufacture and deal in all kinds of articles and things required for the purposes of any such business as aforesaid or commonly dealt with by persons engaged in any such business;
- (vii) to buy, sell, let or otherwise dispose of, use or deal in anything authorised to be produced or manufactured by the Company or of a similar character, and any articles generally used or capable of being used in any such production or manufacture, or for any materials or provisions required by workmen or others employed by the Company;
- (viii) to acquire by any means any property or rights whatsoever;
- (ix) to pay for any property or rights acquired by the Company and to remunerate any person either in cash or by the allotment of shares, debentures or other securities of the Company credited as fully or partly paid up, or otherwise;
- (x) to maintain, manage, develop, turn to account, grant rights and privileges in respect of and otherwise deal with all or any part of the property and rights of the Company;
- (xi) to dispose by any means of the whole or any part of the undertaking, property and rights of the Company;

- (xii) to acquire and undertake the whole or any part of the business, property and liabilities of any other company or person and to amalgamate with any other company;
- (xiii) to enter into any partnership or arrangement for sharing profits, co-operation or union of interests with any other company or person, and to establish or promote, or join in the establishment or promotion of, any other company;
- (xiv) to carry on any business or branch of a business which the Company is authorised to carry on by means, or through the agency of, any subsidiary company or companies, and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guarantee its liabilities or to make any other arrangements which may seem desirable with reference to any business or branch so carried on including power at any time, and either temporarily or permanently close any such branch or business;
- (xv) to control, manage or otherwise assist any associated company of the Company, to provide services and facilities of all kinds to any such associated company and to make payments by way of subvention or otherwise to any such associated company or in connection with it or its business or operations;
- (xvi) to give such indemnities as may seem expedient and to guarantee the performance of any obligation of any person, including (without prejudice to the generality of the foregoing) any associated company of the Company;
- (xvii) to subscribe for, underwrite, purchase or otherwise acquire and to hold, dispose of and deal with the shares, stocks, securities and evidences of indebtedness or the right to participate in profits or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange, provided that the Company shall in no circumstances be empowered to carry on business as or act as stock and share brokers of any kind;
- (xviii) to borrow money and to secure by mortgage, charge or lien upon the whole or any part of the Company's undertaking and property (whether present or future), including its uncalled capital, the discharge of any obligation of the Company or any other person, including (without prejudice to the generality of the foregoing) any associated company of the Company;
- (xix) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of

lading, warrants, debentures and other negotiable or transferable instruments;

- (xx) to lend money or give credit to such persons and on such terms as may seem expedient and otherwise to invest and deal with the moneys of the Company;
- (xxi) to establish and maintain any non-contributory or contributory pension or superannuation funds for the benefit of, and to give donations, gratuities, pensions and allowances to, present and former directors and employees of the Company or of any other company which is an associated company of the Company or a predecessor in business of the Company or any such associated company, or any other persons in whose welfare the Company or any such other company is or has been interested, and the spouses, surviving spouses, families and dependants of any such persons; and to make payments for or towards the insurance of any such persons and the provision of pensions and allowances for any of them;
- (xxii) to establish and subsidise or support any institutions, associations, clubs, funds, trusts or schemes for the benefit of any such persons as are mentioned in the last preceding paragraph, and to subscribe or guarantee money or make payments for any charitable, benevolent, public, general or useful object;
- (xxiii) to pay out of the funds of the Company all expenses which it may lawfully pay with respect to its formation and registration or the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company;
- (xxiv) to enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise) or any person or company, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences and concessions and to carry out, exercise and comply with the same;
- (xxv) to distribute any of the property of the Company in kind among its members;
- (xxvi) to purchase and maintain for any present or former officer or auditor of the Company or any associated company of the Company insurance against any such liability as is mentioned in section 310(1) of the Act;
- (xxvii) to give such financial assistance (as defined in section 152 of the Act) as may be lawful, whether directly

or indirectly, for any of the purposes mentioned in section 151 of the Act;

- (xxviii) to cause the Company to be registered or recognised in any part of the world;
- (xxix) to do all or any of the above things in any part of the world, and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and by or through agents, trustees, subcontractors or otherwise;
- (xxx) to do all such other things as are or may be deemed incidental or conducive to the attainment of the above object and the exercise of the powers (whether express or implied) of the Company.

And so that -

- (a) in this clause the word "company", except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere;
- (b) in this clause the expression "associated company" means, in reference to the Company, any company in which the Company has any direct or indirect interest and any company which has such an interest in the Company;
- (c) in this clause the expression "the Act" means the Companies Act 1985, including any statutory modification or amendment thereof for the time being in force; and
- (d) the widest interpretation shall be given to each of the provisions of this clause, and none of them shall be restrictively construed or (except where the context expressly so requires) be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

djb/95-43139/cjp/memorandum

We, the subscribers of this memorandum of association, wish to be formed into a company pursuant to this memorandum; and we agree to take the number of shares shown opposite our respective names.

NAMES AND ADDRESSES OF SUBSCRIBERS	Number of shares taken by each subscriber
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John C Gore
54 Elmstead Avenue
Chislehurst
Kent

One
Ordinary

R Smith
9-12 Cheapside
LONDON EC2

One
Ordinary

DATED: 26th day of September 1960

WITNESS to the above signatures -

Walter Poll
9-12 Cheapside
LONDON EC2

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