

906936

The Companies Act 1948
and
The Companies Act 1985 and 1989

Private Company limited by shares



MEMORANDUM OF ASSOCIATION

of

DALKIA ENERGY & TECHNICAL SERVICES LIMITED

(The name has been changed by Special Resolutions passed on 4 January 2000 and 30 October 1998)

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1. The name of the Company is "DALKIA ENERGY & TECHNICAL SERVICES LIMITED".
 2. The Registered Office of the Company will be situate in England.
 3. The objects for which the Company is established are:-
 - (1) To undertake and execute contracts with local authorities, builders and others for the design installation and/or operation of heating systems and the carrying on of the business of sellers of heat and manufacturers and sellers of, experts, advisers and dealers in and engineers and contractors in relation, all kinds of systems, installations, apparatus, machinery, materials, appliances, articles and equipment for or concerned with all forms of heating, ventilating, air purification, filtration and conditioning, dust control, refrigeration, water supply, temperature control, thermal and sound insulation, compressed air, lighting and cooking.
 - (2) To deal in, and to buy, sell, market and deal with coal, coke, patent fuels, oil, petrol, petroleum products, gas and fuels of all kinds.
 - (3) To carry on in all their respective branches all or any of the businesses of manufacturers, importers, exporters, and producers of and dealers in materials, substances, requisites and goods of all descriptions.

- (4) To carry on any other business or activity and do anything of any nature which may seem to the Company capable of being conveniently carried on or done in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's business or property.
- (5) To acquire for any estate or interest and to take options over, construct and develop any property, real or personal, or rights of any kind which may appear to be necessary or convenient for any business of the Company.
- (6) To undertake and to carry on and execute all kinds of financial, commercial, trading and other operations provided that the Company shall in no circumstances be empowered to carry on business or act as stock and share brokers of any kind.
- (7) To establish and maintain any agencies and branches and appoint agents and others to assist in the conduct of the business of the Company, or the sale of any materials or things for the time being at the disposal of the Company for sale, and to regulate and discontinue the same.
- (8)¹ Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee or indemnity and so as to be an independent object of the Company, to guarantee the performance of the obligations of others, and/or enter into any contract of indemnity or suretyship, including (without limitation) the payment of capital or principal and any premium of and any dividends or interest on or other payment in respect of loans, credits, stocks, shares, or securities and/or other obligations of any nature whatsoever and without limiting the generality of the foregoing obligations for the repayment of money and/or discharge of liabilities both present and future, actual or contingent and insofar as the same is not prohibited by law, obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the Company or in any Company which is for the time being the Company's Holding Company as defined by Section 736 of the Companies Act 1985 as amended by Section 144 of the Companies Act 1989 due, owing or incurred to bankers or any other person of any Company, firm or person, and in particular, (but not by way of limitation) of the Company's Holding Company or any Company which is contemplated to become the Company's Holding Company or a subsidiary, as defined by Section 736 of the Companies Act 1985 as amended by Section 144 of the Companies Act 1989 of the Company or of the Company's Holding Company, or otherwise associated with the Company in business or of any company, firm or person which the Directors of the Company shall think appropriate and to create mortgages, charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others.
- (9) To lend money to, or grant or provide credit or financial accommodation to any person or company in any case in which such grant or provision is considered likely directly or indirectly to further any of the objects of the Company or the interests of its Members.
- (10) To amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement with, or to co-operate or participate in any way with, or assist or subsidise any company or person carrying on or proposing to carry on any business within the objects of the Company.

¹ Amended by Special Resolution dated 17 June 2000

- (11) To borrow and raise money and secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages of or charges upon the undertaking and all or any of the real and personal property (present and future), and the uncalled capital of the Company or by the creation and issue of debentures, debenture stock, or other obligations or securities of any description.
- (12) To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes and other negotiable or transferable instruments.
- (13) To sell, exchange, mortgage, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares, debentures or other obligations or securities, whether fully or partly paid up, of any other company.
- (14) To obtain or acquire by application, purchase, licence or otherwise, and to exercise and use and grant licences to others to exercise and use patent rights, brevets d'invention, concessions or protection in any part of the world for any invention, mechanism or process, secret or otherwise, and to disclaim, alter or modify such patent rights or protection, and also to acquire, use and register trade marks, trade names, registered or other designs, rights of copyright or other rights or privileges in relation to any business for the time being carried on by the Company.
- (15) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscription of, or otherwise assisting in the issue of, any shares, debentures or other securities of the Company or in or about the formation of the Company or the conduct of its business.
- (16) To establish or promote, or concur or participate in establishing or promoting any company the establishment or promotion of which shall be considered desirable in the interests of the Company and to subscribe for, underwrite, purchase or otherwise acquire the shares, stocks and securities of any such company, or of any company carrying on or proposing to carry on any business or activity within the objects of the Company.
- (17) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (18) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object, or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its Members.
- (19) To grant pensions or gratuities to any Directors, officers or employees or ex-Directors or ex-officers or ex-officers or ex-employees of the Company, or of its predecessors in business or of its holding company or subsidiary companies (if any), or to the relations, connections or dependants of any such persons, and to establish or support any associations, institutions, clubs, building and housing schemes, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or its Members.
- (20) To act as secretaries, managers, registrars or transfer agents for any other company.
- (21) To distribute any of the property of the Company among its Members in specie or kind.

(22) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

(23) To do all such other things as may be considered incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause, except where used in reference to this 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, and that the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in anywise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the Members is limited.

5. The share capital of the Company is £10,000,000² divided into 5,000,000 "A" Shares of £1 each and 5,000,000 "B" Shares of £1 each, and the Company shall have the power to divide the original or any increased capital into several other classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

² Increased by Ordinary Resolution dated 30.06.2000

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
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M S H Hartley 18 Austin Friars London EC2 (Solicitor)
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One A Share

George L W Ritchie 18 Austin Friars London EC2 (Solicitor)

One B Share

DATED the 18th day of May, 1967

WITNESS to the above Signatures:

I Lapthorne
18 Austin Friars
London EC2
(Secretary)