

THE COMPANIES ACT 2006

WRITTEN RESOLUTIONS pursuant to Chapter 2 of Part 13 of the Companies Act 2006

ROOF UNITS (GROUP) LIMITED

SATURDAY



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08/12/2012

#235

COMPANIES HOUSE

ORDINARY RESOLUTION

The following ordinary resolution was passed by the sole shareholder of the Company on 16 November 2012

- 1 THAT the directors of the Company may authorise, in accordance with section 175(5)(a) of the Companies Act 2006, any matter which would otherwise result in a director infringing his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company

SPECIAL RESOLUTIONS

The following special resolutions were passed by the sole shareholder of the Company on 16 November 2012

- 1 THAT the articles of association of the Company be amended by deleting all provisions of the Company's memorandum of association treated by virtue of section 28 of the Companies Act 2006 as provisions of the Company's articles of association, and
- 2 THAT the regulations attached to these resolutions and initialled by the chairman of the meeting for the purpose of identification are adopted as the Company's new articles of association in substitution for and to the exclusion of the Company's existing articles of association,

We note that certain directors of the Company are also directors of certain other subsidiary companies of Smiths Group plc (the "Subsidiaries") and that such directorships may result in a conflict or possible conflict with the interests of those Subsidiaries for the purposes of section 175 of the Companies Act 2006 (the "Group Specific Conflicts") We further note that pursuant to section 175(6) of the Companies Act 2006, the authorisation of the Group Specific Conflicts by the directors of the relevant Subsidiaries is in some cases not possible as a quorum at the approving board meeting cannot be achieved without counting the director or directors in question or any other interested directors, and that the matter cannot be agreed to without their voting or without counting their votes

We note that we, as the ultimate shareholder of the Group, have authorised the Group Specific Conflicts at each level of the group's corporate chain and accordingly hereby authorise the Group Specific Conflicts of the Company, and direct the board of the Company to authorise, on behalf of the Company as shareholder, the Group Specific Conflicts of any direct subsidiary (as relevant) and to direct any such subsidiary to authorise any Group Specific Conflicts of its subsidiary and so on down the corporate chain of each relevant subsidiary company Accordingly, WE RESOLVE

- 3 THAT any of the Group Specific Conflicts be and are hereby authorised, and any breach of duty which has arisen or may arise from any such conflict be and is hereby ratified and approved, and that any directors subject to Group Specific Conflicts be permitted not to disclose any confidential information to the Company obtained in their capacity as director of the other companies,
- 4 THAT the board of directors of the Company be authorised (if applicable) to
 - a pass any required shareholder resolutions of the Company's subsidiary companies, and
 - b authorise the boards of directors of such subsidiary companies to pass shareholder resolutions of their own subsidiary companies, so that the members of each direct or indirect subsidiary company may
 - i authorise any of the Group Specific Conflicts which conflict or possibly may conflict with the interests of that company, and
 - ii ratify and approve any breach of duty which has arisen or may arise from any such conflict including in relation to the withholding of confidential information obtained pursuant to the Group Specific Conflict

Certified a true copy



N.R. Burdett, Secretary

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

ROOF UNITS (GROUP) LIMITED
COMPANY NUMBER 02490139

SATURDAY

AVD

08/12/2012
COMPANIES HOUSE

#236

Adopted by special resolution passed on 16 November 2012

1. PRELIMINARY

The model articles of association for private companies limited by shares contained in Schedule 1 to The Companies (Model Articles) Regulations 2008 in force on the date when these Articles become binding on the Company ("Model Articles") apply to the Company except in so far as they are excluded or varied by these Articles.

2. INTERPRETATION

2.1 In these Articles the following expressions have the following meanings unless inconsistent with the context:

"2006 Act"	the Companies Act 2006 (as amended from time to time)
"these Articles"	these Articles of Association as amended from time to time
"electronic means"	has the meaning given in section 1168 of the 2006 Act
"eligible directors"	has the meaning given in Model Article 8(3)
"group undertaking"	has the meaning given in section 1161(5) of the 2006 Act
Majority Shareholder"	a shareholder or shareholders together holding a majority of the voting rights in the Company (within the meaning of section 1159(1) of and paragraph (2) of Schedule 6 to the 2006 Act)
"Statutes"	the Companies Acts as defined in section 2 of the 2006 Act and every other statute, order, regulation or other subordinate legislation for the time being in force relating to companies

and affecting the Company

"United Kingdom"

Great Britain and Northern Ireland

2.2 Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Statutes but excluding any statutory modification of the same not in force when these Articles become binding on the Company.

2.3 References to any statute or statutory provision include, unless the context otherwise requires, a reference to that statute or statutory provision as modified, replaced, re-enacted or consolidated and in force from time to time and any subordinate legislation made under the relevant statute or statutory provision.

3. **NUMBER OF DIRECTORS**

Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall not be less than two. Model Article 7(2) shall not apply to the Company.

4 **UNANIMOUS DECISIONS OF DIRECTORS**

4.1 A decision of the directors may take the form of a resolution in writing, where each director entitled to vote on that resolution has signed one or more copies of it, or to which each director entitled to vote on that resolution has otherwise indicated his or her agreement in writing. Model Article 8(2) shall not apply to the Company. For the purposes of this Article 4, a director may indicate his or her agreement to a resolution in writing by hard copy form or by electronic means

4.2 Model Article 8(3) shall be amended by the insertion of the words "and whose vote would have been counted" after the words "vote on the matter" and before the words "had it been proposed as a resolution".

5. **PARTICIPATION IN DIRECTORS' MEETINGS**

5.1 Model Article 9(2)(c) shall be amended by the insertion of the word "simultaneously" after the words "how it is proposed that they should" and before the words "communicate with each other during the meeting".

6. **QUORUM FOR DIRECTORS' MEETINGS**

The following shall be added as paragraph (4) to Model Article 11:-

"(4) If, as a consequence of section 175(6) of the 2006 Act, a director cannot vote or be counted in the quorum at a directors' meeting then the following shall apply:-

(a) if the eligible directors participating in the meeting do not constitute a quorum then the quorum for the purposes of the meeting shall be reduced

by one for each director who cannot vote or be counted in the quorum,
and

- (b) if despite sub-paragraph (a) the eligible directors participating in the meeting still do not constitute a quorum or there are no eligible directors then the meeting must be adjourned to enable the shareholders to authorise any situation in which a director has a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company."

7. DIRECTORS' INTERESTS

7.1 Group Companies

A director shall be authorised for the purposes of section 175 of the Act to act or continue to act as a director of the Company notwithstanding that at the time of his appointment or subsequently he also:

- 7.1.1 holds office as a director of any other group company;
- 7.1.2 holds any other office or employment with any other group undertaking;
- 7.1.3 participates in any scheme, transaction or arrangement for the benefit of the employees or former employees of the Company or any other group undertaking (including any pension fund or retirement, death or disability scheme or other bonus or employee benefit scheme);
- 7.1.4 is interested directly or indirectly in any shares or debentures (or any rights to acquire shares or debentures) in the Company or any other group undertaking.

7.2 Authorisation of Directors' Interests (other than in relation to transactions or arrangements with the Company) under section 175 of the Act

The directors may (subject to such terms and conditions, if any, as they may think fit to impose from time to time, and subject always to their right to vary or terminate such authorisation) authorise, to the fullest extent permitted by law –

- 7.2.1 any matter which would otherwise result in a director infringing his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company and which may reasonably be regarded as likely to give rise to a conflict of interest (including a conflict of interest and duty or conflict of duties); and
- 7.2.2 a director to accept or continue in any office, employment or position in addition to his office as a director of the company and, without prejudice to the generality of Article 7.2.1, may authorise the manner in which a conflict of interest arising out of such office, employment or

position may be dealt with, either before or at the time that such a conflict of interest arises,

7.3 Any authorisation under Article 7.2 is effective only if (a) any requirement as to the quorum at the meeting at which the matter is considered is met without counting the director in question or any other interested director; and (b) the matter was agreed to without their voting or would have been agreed to if their votes had not been counted.

7.4 If, at a meeting at which the relevant matter is considered there are insufficient directors to form a quorum pursuant to Article 7.1, one director entitled to vote on the matter under consideration shall constitute a quorum for that purpose.

7.5 **Confidential Information and Attendance at Directors' Meetings**

A director shall not be in breach of the general duties he owes to the Company by virtue of sections 171 to 177 of the Act if he:

7.5.1 does not disclose to the Company, or use in performing his duties as a director of the Company, any confidential information obtained as a result of any other office or employment if to make such a disclosure or use such information would result in a breach of a duty or obligation of confidence owed by him in relation to or in connection with such office or employment; or

7.5.2 absents himself from a directors' meeting or a meeting of a committee of directors at which any matter relating to the conflict of interest or possible conflict of interest will or may be discussed or from the discussion of any such matter at a directors' meeting or otherwise; or

7.5.3 makes arrangements not to receive documents and information relating to any matter which gives rise to the conflict of interest or possible conflict of interest sent or supplied by or on behalf of the Company or for such documents and information to be received and read by a professional adviser on his behalf.

However, this Article 7.5 applies only if that other office or employment has been authorised pursuant to Article 7.1, authorised by the directors pursuant to Article 7.2 or authorised by the members (subject, in any such case, to any terms upon which such authorisation was given).

7.6 **Declaration of interests in proposed or existing transactions or arrangements with the Company**

7.6.1 A director who is in any way, directly or indirectly, interested in a proposed transaction or arrangement with the Company shall declare the nature and extent of his interest to the other directors before the Company enters into the transaction or arrangement

7.6.2 A director who is in any way, directly or indirectly, interested in a transaction or arrangement that has been entered into by the Company shall declare the nature and extent of his interest to the other directors as soon as is reasonably practicable, unless the interest has already been disclosed under Article 7.7.1.

7.7 For the purposes of Article 7.6:

7.7.1 a director shall be deemed to have disclosed the nature and extent of an interest which consists of him being a director, officer or employee of any group undertaking in relation to the Company;

7.7.2 any declaration required by Article 7.6.1 may (but need not) be made at a directors' meeting, by notice in writing in accordance with section 184 of the Act or by general notice in accordance with section 185 of the Act;

7.7.3 any declaration required by Article 7.6.2 must be made at a directors' meeting, by notice in writing in accordance with section 184 of the Act or by general notice in accordance with section 185 of the Act;

7.7.4 if a declaration under Article 7.6 becomes inaccurate or incomplete, a further declaration must be made,

7.7.5 a director is not required to declare an interest either where he is not aware of such interest or is not aware of the transaction or arrangement in question and in either case where it is unreasonable to expect him to be aware of such interest or transaction or arrangement;

7.7.6 a director need not disclose an interest if it cannot reasonably be regarded as likely to give rise to a conflict of interest;

7.7.7 a director need not disclose an interest if, or to the extent that, the other directors are already aware of it (and for this purpose the other directors are treated as aware of anything of which they ought reasonably to be aware); and

7.7.8 an interest of a director who appoints an alternate director shall be treated as an interest of the alternate director

7.8 A director who has duly declared his interest (so far as he is required to do so) may vote at a meeting of the directors or of a committee of the directors on any resolution concerning a matter in which he is interested, directly or indirectly. If he does, his vote shall be counted; and whether or not he does, his presence at the meeting shall be taken into account in calculating the quorum.

7.9 Subject to these Articles and the 2006 Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his in accordance with Article 7.6, a director

- 7.9.1 may be a party to or otherwise interested in any transaction or arrangement with the Company or in which the Company is in any way interested;
- 7.9.2 may hold any other office or employment with the Company (other than the office of auditor);
- 7.9.3 may be a director or other officer of, or employed by, or be a party to any transaction or arrangement with or otherwise interested in any body corporate in which the Company is in any way directly or indirectly interested; and
- 7.9.4 may, or any firm or company of which he is a member or director may, act in a professional capacity for the Company or any body corporate in which the Company is in any way interested (other than as auditor).

7.10 Remuneration and Benefits

A director shall not, by reason of his office, be accountable to the Company for any remuneration or other benefit which he derives from any office or employment or engagement or from any transaction or arrangement or from any interest in any body corporate:

- 7.10.1 the acceptance, entry into or existence of which has been authorised pursuant to Article 7.1, authorised by the directors pursuant to Article 7.2 or authorised by the members (subject, in any such case, to any terms upon which such authorisation was given), or
- 7.10.2 which he is permitted to hold or enter into pursuant to Article 7.9 or otherwise pursuant to the Articles,

nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act. No transaction or arrangement authorised or permitted pursuant to Article 7.1, 7.2 or 7.9 or otherwise pursuant to the Articles shall be liable to be avoided on the ground of any such interest or benefit.

- 7.11 With the exception of Model Articles 14(6) and 14(7), Model Article 14 shall not apply to the Company.

8. APPOINTMENT AND REMOVAL OF DIRECTORS

- 8.1 In addition to the powers granted by Model Article 17(1), the Majority Shareholder may at any time, and from time to time, appoint any person to be a director, either as an additional director or to fill a vacancy and may remove from office any director however appointed. Any such appointment or removal shall be effected by notice in writing to the Company signed by the Majority Shareholder or, if the Majority Shareholder is a body corporate, signed by one of its directors or duly authorised officers or by its duly authorised attorney and

delivered to the registered office of the Company or delivered at a meeting of the directors or a general meeting of the Company.

8.2 TERMINATION OF DIRECTOR'S APPOINTMENT

In addition to the circumstances set out in Model Article 18 (a) to (f) (inclusive) a person ceases to be a director as soon as that person is removed from office as a director pursuant to Article 8.1

9. ALTERNATE DIRECTORS

9.1 Appointment and removal of alternates

9.1.1 Any director (the "appointor") may appoint as an alternate any other director, or any other person approved by the directors, to

9.1.1.1 exercise that director's powers, and

9.1.1.2 carry out that director's responsibilities,

in relation to participation in directors' meetings and the taking of decisions by the directors in the absence of the alternate's appointor

9.1.2 Any appointment or removal of an alternate must be effected by notice in writing to the Company signed by the appointor, or in any other manner approved by the directors.

9.1.3 The notice must:-

9.1.3.1 identify the proposed alternate; and

9.1.3.2 in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the director giving the notice

9.2 Rights and responsibilities of alternate directors

9.2.1 An alternate director has the same rights, in relation to participation in directors' meetings and all meetings of committees of directors of which his appointor is a member and the taking of decisions by the directors and in relation to directors' written resolutions, as the alternate's appointor.

9.2.2 An alternate director may act as an alternate director for more than one appointor.

9.2.3 Except as these Articles specify otherwise, alternate directors:-

9.2.3 1 are deemed for all purposes to be directors;

- 9.2.3.2 are liable for their own acts and omissions;
- 9.2.3.3 are subject to the same restrictions as their appointors;
and
- 9.2.3.4 are not deemed to be agents of or for their appointors.

and, each alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member.

9.2.4 A person who is an alternate director but not a director:-

- 9.2.4.1 may be counted as participating for the purposes of determining whether a quorum is participating (but only if that person's appointor is not participating), and
- 9.2.4.2 may participate in a unanimous decision of the directors (but only if his appointor is an eligible director in relation to that decision, but does not participate).

No alternate may be counted as more than one director for such purposes.

9.2.5 A director who is also an alternate director is entitled, in his absence of his appointor, to a separate vote on behalf of his appointor, in addition to his own vote on any decision of the directors (provided that his appointor is an eligible director in relation to that decision), but shall not count as more than one director for the purposes of determining whether a quorum is present.

9.2.6 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's appointor's remuneration as the appointor may direct by notice in writing made to the Company.

9.3 Termination of alternate directorship

9.3.1 An alternate director's appointment as alternate terminates:-

- 9.3.1.1 when the alternate's appointor revokes the appointment by notice to the Company in writing specifying when it is to terminate;
- 9.3.1.2 on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director;
- 9.3.1.3 on the death of the alternate's appointor;

9.3.1.4 when the alternate's appointor's appointment as a director terminates; or

9.3.1.5 where that person is removed from office as an alternate director pursuant to Article 8.1 .

10. ALTERNATE DIRECTORS' EXPENSES

Model Article 20 shall be amended by the insertion of the words "(including alternate directors)" before the words "properly incur".

11. SHARES

11.1 Model Article 22(1) shall be amended by the addition of the following words: "further classes of" before the words "shares with such rights or restrictions".

11.2 A new Article 22(3) shall be inserted as follows: "In the event that rights and restrictions attaching to shares are determined by ordinary resolution or by the directors pursuant to this article, those rights and restrictions shall apply, in particular in place of any rights or restrictions that would otherwise apply by virtue of the 2006 Act in the absence of any provisions in the articles of a company, as if those rights and restrictions were set out in the Articles.".

11.3 In accordance with section 567(1) and (2) of the 2006 Act, sections 561(1) and 562 (1) to (5) (inclusive) of that Act shall not apply to the Company.

12. TRANSFER OF SHARES

Model Article 26(5) shall be amended by the addition of the following words: "The directors may not refuse to register the transfer of a share made with the prior written approval of the Majority Shareholder. In any other case" before the words "the directors may refuse to register".

13. TRANSMITTEES BOUND BY PRIOR NOTICES

Model Article 29 shall be amended by the insertion of the words ", or the name of any person nominated under Model Article 27(2)," after the words "the transmittee's name".

13.B CAPITALISATION OF PROFITS

14. In addition to the reserves that can be used for the directors to capitalise profits as set out in Model Article 36(1)(a), the directors may also use any of the Company's reserves or funds including but not limited to the share premium account, capital redemption reserve, merger reserve or revaluation reserve.

NOTICE OF GENERAL MEETINGS

Every notice convening a general meeting shall:

14.1 comply with section 325(1) of the 2006 Act as to giving information to shareholders relating to their right to appoint proxies; and

- 14.2 be given in accordance with section 308 of the 2006 Act, that is in hard copy form, electronic form or by means of a website.

15. PROCEEDINGS AT GENERAL MEETINGS

- 15.1 If a quorum is not present within half an hour of the time at which a general meeting is due to start or if, during a general meeting, a quorum ceases to be present the chairman of the meeting must adjourn it.

- 15.2 When adjourning the general meeting the chairman of the meeting must specify that the meeting is adjourned either

15.2.1 to the same day, place and time the following week; or

15.2.2 to another day, place and time to be decided by the directors.

- 15.3 If a quorum is not present within half an hour of the time at which the adjourned meeting is due to start the shareholder or shareholders present in person or by proxy or by corporate representative and who are entitled to vote shall:

15.3.1 constitute a quorum; and

15.3.2 have power to decide on all matters which could have been transacted at the meeting which was adjourned.

- 15.4 Model Article 41 shall not apply to the Company.

16. WRITTEN RESOLUTIONS

- 16.1 A written resolution, proposed in accordance with section 288(3) of the 2006 Act, will lapse if it is not passed before the end of the period of 28 days beginning with the circulation date.

- 16.2 For the purposes of this Article "circulation date" is the date on which copies of the written resolution are sent or submitted to shareholders or, if copies are sent or submitted on different days, to the first of those days

17. COMPANY COMMUNICATION PROVISIONS

- 17.1 Where:-

17.1.1 a document or information is sent by post (whether in hard copy or electronic form) to an address in the United Kingdom and

17.1.2 the Company is able to show that it was properly addressed, prepaid and posted.

it is deemed to have been received by the intended recipient 24 hours after it was posted.

- 17.2 Where:-

17.2.1 a document or information is sent or supplied by electronic means, and

17.2 2 the Company is able to show that it was properly addressed,

it is deemed to have been received by the intended recipient on the day on which it was sent.

17.3 Where a document or information is sent or supplied by means of a website, it is deemed to have been received by the intended recipient -

17.3 1 when the material was first made available on the website, or

17.3 2 if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

17 4 Pursuant to section 1147(6) of the 2006 Act, subsections (2) (3) and (4) of that section shall be deemed modified by Articles 18.1, 18.2 and 18.3.

17.5 Subject to any requirements of the 2006 Act, documents and notices may be sent to the Company in electronic form to the address specified by the Company for that purpose and such documents or notices sent to the Company are sufficiently authenticated if the identity of the sender is confirmed in the way the Company has specified.

18. **DIRECTORS' INDEMNITY AND INSURANCE**

18.1 Subject to, and so far as may be permitted by, the 2006 Act and without prejudice to any indemnity to which the person concerned may be otherwise entitled, the Company may indemnify every director, former director, alternate director, secretary or other officer of the Company or of any associated company (as defined in section 256 of the 2006 Act) against any liabilities incurred by him in the execution and discharge of his duties or the exercise of his powers or otherwise in relation to or in connection with his duties, powers or office, including any liability which may attach to him in respect of any negligence, default, breach of duty or breach of trust in relation to anything done or omitted to be done or alleged to have been done or omitted to be done by him as a director, former director, alternate director, secretary or other officer of the Company or of any such associated company and against any such liability incurred by him in connection with the Company's activities as trustee of an occupational pension scheme as defined in section 235(b) of the 2006 Act.

18.2 Subject to the 2006 Act the directors may purchase and maintain at the cost of the Company insurance cover for or for the benefit of every director, former director, alternate director, secretary or other officer of the Company or of any associated company (as defined in section 256 of the 2006 Act) against any liability which may attach to him in respect of any negligence, default, breach of duty or breach of trust by him in relation to the Company (or such associated company), including anything done or omitted to be done or alleged to have been done or omitted to be done by him as a director, former director, alternate

director, secretary or other officer of the Company or associated company.

- 18.3 Subject to, and so far as may be permitted by, the 2006 Act, the Company shall be entitled to fund the expenditure of every director, former director, alternate director, secretary, or other officer of the Company incurred or to be incurred:

18.3.1 in defending any criminal or civil proceedings; or

18.3.2 in connection with any application under sections 661(3), 661(4) or section 1157 of the 2006 Act.

19. **REGISTERED OFFICE**

The Company's registered office is to be situated in England and Wales.

20. **MISCELLANEOUS**

The Company's name may be changed by the Majority Shareholder giving notice to change the name, such notice to be given in writing signed by, or on behalf of, the Majority Shareholder and delivered to the registered office of the Company or delivered at a meeting of the directors or a general meeting of the Company.

21 **WINDING UP**

If the Company is wound up, the liquidator may, with the sanction of a special resolution by the Company and any other sanction required by law, divide among the shareholders in specie the whole or any part of the assets of the Company and may, for that purpose, value any assets and determine how the division shall be carried out as between the shareholders or different classes of shareholders. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the shareholders as he with the like sanction determines, but no shareholder shall be compelled to accept any assets upon which there is a liability.