

No. 3859614

**AAVID THERMALLOY (UK) HOLDINGS LIMITED**  
**("the Company")**

**Written Resolution of the Company**  
**pursuant to section 381A of the Companies Act 1985**

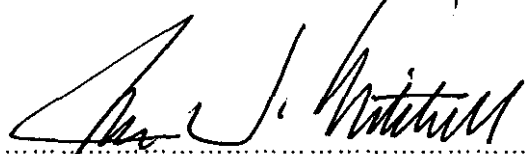
We, the undersigned, being all the members of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, HEREBY PASS the following resolution as a written resolution of the Company.

**RESOLUTION**

THAT

- (a) the 200 issued Ordinary Shares of £1.00 each be and are hereby converted into 200 A Ordinary Shares of £1.00 each having the rights and being subject to the restrictions set out in the Regulations to be adopted in accordance with paragraph (c) of this Resolution;
- (b) the 3,141,690 issued and the 4,378,310 authorised but unissued Preference Shares of £1.00 each be and are hereby converted into 3,141,690 and 4,378,310 B Ordinary Shares of £1.00 each respectively having the rights and being subject to the restrictions set out in the Regulations to be adopted in accordance with paragraph (c) of this Resolution; and
- (c) the Regulations contained in the printed document attached to this Resolution marked "A" and for the purpose of identification signed for and on behalf of all the members of the Company be and are hereby adopted as the Articles of Association in substitution for the existing Articles of Association of the Company. **£££**

  
.....  
For and on behalf of Fluent UK Holdings Limited

  
.....  
For and on behalf of Aavid Thermalloy LLC

9 May 2002

9-05-02\RCVP\1874065.1

**MACFARLANES**  
**10, NORWICH ST.**  
**LONDON EC4A 1BD**



“ A ”

**COMPANIES ACT 1985**

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**PRIVATE COMPANY LIMITED BY SHARES**

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**NEW**

**ARTICLES OF ASSOCIATION**

(Adopted by Written Resolution

dated **9 May** 2002)

- of -

**AAVID THERMALLOY UK HOLDINGS LIMITED**

**INTRODUCTORY**

- 1.1 The Regulations contained or incorporated in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) Amendment Regulations 1985 (hereinafter called “Table A”) shall apply to the Company, save insofar as they are varied or excluded by or are inconsistent with the following Articles.
- 1.2 In Regulation 1 of Table A, the words “and in Articles of Association adopting the same” shall be inserted after the word “regulations” in the last paragraph of that Regulation and the sentence “Any reference to any statutory provision shall be deemed to include a reference to each and every statutory amendment, modification, re-enactment and extension thereof for the time being in force” shall be inserted at the end of that Regulation.

1.3 Regulations 40, 73 to 77 (inclusive), 80, 90, 94 to 98 (inclusive) and 118 of Table A shall not apply to the Company

2 In these Articles the expression "the Controlling Shareholder" means the registered holder for the time being of more than one half in nominal value of the A Ordinary Shares and the expression "the Nominee" means any person holding A Ordinary Shares in the Company as nominee or otherwise on trust, for the Controlling Shareholder.

### **SHARE CAPITAL**

2.1 The current authorised share capital of the Company is £7,520,200 divided into 200 A Ordinary Shares of £1 each and 7,520,000 B Ordinary Shares of £1 each.

2.2 The A Ordinary Shares and the B Ordinary Shares shall rank *pari passu* in all respects save that the B Ordinary Shares shall carry no rights to receive notice of, to attend or to vote at any general or other meeting of the members of the Company and shall confer no right to participate in any profits of the Company available for distribution and resolved to be distributed.

### **SHARE ISSUES**

3 No share or beneficial interest in a share shall be issued or allotted to any person other than the Controlling Shareholder or some other person expressly approved by the Controlling Shareholder in writing, but subject to that all the unissued shares for the time being in the capital of the Company shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to such persons, at such times and on such terms and conditions as they think proper, subject to Section 80 of the Act and provided that no share shall be issued at a discount.

4 The provisions of Sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company.

## **TRANSFER OF SHARES**

- 5.1 The Directors may, in their absolute discretion and without giving any reason, refuse to register the transfer of any share in the capital of the Company, whether fully or partly paid save that the Directors shall be obliged to register any transfer of shares made to or by, or with the express written consent of the Controlling Shareholder, or made pursuant to Article 5.2. In its application to the Company Regulation 24 of Table A shall be modified by the deletion of the first sentence.
- 5.2 The Controlling Shareholder may at any time by notice given to the Nominee at the registered address of the Nominee shown in the Register of Members of the Company require the Nominee to transfer all or any shares registered in his name to the Controlling Shareholder or any other person specified in the notice for no consideration. If the Nominee shall fail, within 48 hours after service of the notice, to transfer the shares in question, the Directors may authorise any person to execute on behalf of and as attorney for the Nominee any necessary instrument of transfer and shall cause the name of the transferee to be entered in the Register as the holder of the shares in question. After the name of the transferee has been entered in the Register in purported exercise of these powers, the validity of the proceedings shall not be questioned by any person.
- 5.3 Notwithstanding anything contained in this Article 5, the Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such a transfer is executed by Aavid Thermalloy LLC or Fluent UK Holdings Limited, any bank or institution to whom such shares have been charged by way of security (whether as attorney of Aavid Thermalloy LLC or Fluent UK Holdings Limited or otherwise) or by any nominee of such a bank or institution, in each case pursuant to the power of sale under such security, and a certificate by any official of such bank or institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts.

## **LIEN**

- 6 The lien referred to in Regulation 8 of Table A incorporated into the Articles of Association of the Company shall not apply to any share registered in the name of Aavid Thermalloy LLC or Fluent UK Holdings Limited.

## THE PROBLEM

The problem is to find a function  $f(x)$  which satisfies the conditions that  $f(x)$  is continuous on the interval  $[a, b]$  and that  $f(x)$  is differentiable on the interval  $(a, b)$ . The function  $f(x)$  is said to be differentiable on the interval  $(a, b)$  if the limit

exists for every  $x$  in the interval  $(a, b)$ . The function  $f(x)$  is said to be differentiable on the interval  $[a, b]$  if it is differentiable on the interval  $(a, b)$  and if the limit

exists. The function  $f(x)$  is said to be differentiable at the point  $x = a$  if the limit

exists.

The function  $f(x)$  is said to be differentiable on the interval  $[a, b]$  if it is differentiable on the interval  $(a, b)$  and if the limit

## GENERAL MEETINGS

- 7 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. The necessary quorum shall be the Controlling Shareholder (or the Nominee) present in person or by proxy or representative.

## DIRECTORS

- 8 In its application to the Company, Regulation 64 of Table A shall be modified by the deletion of the word "two" and the substitution of the word "one".
- 9 The Controlling Shareholder shall have the right at any time and from time to time to appoint one or more persons to be a Director or Directors of the Company. Any such appointment shall be effected by notice in writing to the Company by the Controlling Shareholder and the Controlling Shareholder may in like manner at any time and from time to time remove from office any Director (whether or not appointed by him or it pursuant to this Article).
- 10 In its application to the Company, Regulation 65 of Table A shall be modified by the deletion of the words "approved by resolution of the Directors and".
- 11.1 In its application to the Company, Regulation 78 of Table A shall be modified by the deletion of the words "... and may also determine the rotation in which any additional Directors are to retire".
- 11.2 In its application to the Company, Regulation 79 of Table A shall be modified by the deletion of the second and third sentences.
- 11.3 In its application to the Company, Regulation 84 of Table A shall be modified by the deletion of the third and final sentences.
- 12 In its application to the Company, Regulation 81 of Table A shall be modified by the deletion of paragraph (e) and the substitution of the following paragraph:-
- "(e) he is removed from office under the provisions of Article 8 of the Company's Articles of Association."

## THE UNIVERSITY OF CHICAGO

The University of Chicago is a private research university in Chicago, Illinois. It was founded in 1837 and is one of the oldest and most prestigious universities in the United States. The university is known for its rigorous academic standards and its commitment to research and scholarship. It has a long history of producing world-class scholars and leaders in various fields of study.

The university is organized into several divisions, including the Division of the Physical Sciences, the Division of the Biological Sciences, and the Division of the Social Sciences. Each division is further divided into various departments and programs.

The University of Chicago is also known for its commitment to public service and its efforts to address the needs of the community. It has a long history of providing financial aid to students from low-income backgrounds and of supporting research and scholarship that addresses social and economic issues.

The University of Chicago is a member of the Association of American Universities and is ranked among the top universities in the world. It is a place where the best minds come to learn, teach, and do research.

The University of Chicago is a place where the future is being shaped. It is a place where the best minds are coming together to create a better world.

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## **PROCEEDINGS OF DIRECTORS**

- 13           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 and, in its application to the Company, Regulation 89 of Table A shall be modified accordingly.
- 14           A Director may vote at a meeting of the Directors, and form part of a quorum present at that meeting, in relation to any matter in which he has, directly or indirectly, an interest or duty which conflicts or which may conflict with the interests of the Company, provided that he has previously disclosed the nature of such duty or interest to the Directors. The provisions of Regulation 86 of Table A shall be taken to apply equally to any disclosure to be made under the provisions of this Article.

## **EXECUTION OF DOCUMENTS**

- 15           In its application to the Company, Regulation 101 of Table A shall be modified by the addition of the following sentence:-
- “Any instrument expressed to be executed by the Company and signed by two Directors or one Director and the Secretary by the authority of the Directors or of a committee authorised by the Directors shall (to extent permitted by the Act) have effect as if executed by affixing the seal.”

## **INDEMNITY**

- 16           Subject to section 310 of the Act:-
- 16.1          every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation to his office, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144 or 727 of the Act in which relief is granted to him by the Court, and no



## Section 1: Introduction

The purpose of this report is to provide a comprehensive overview of the current state of the research on the effects of climate change on the environment. This report will discuss the various ways in which climate change is affecting the environment, including the impact on the atmosphere, the oceans, and the land. It will also discuss the potential consequences of climate change for human health and the economy.

The report is organized into four main sections. The first section, "Introduction," provides an overview of the report's purpose and scope. The second section, "The Atmosphere," discusses the impact of climate change on the atmosphere, including the increase in greenhouse gas concentrations and the resulting global warming. The third section, "The Oceans," discusses the impact of climate change on the oceans, including the rise in sea levels and the acidification of the water. The fourth section, "The Land," discusses the impact of climate change on the land, including the drying of the soil and the loss of biodiversity.

## Section 2: The Atmosphere

The atmosphere is the layer of gas that surrounds the Earth. It is composed of various gases, including nitrogen, oxygen, and carbon dioxide. The atmosphere plays a crucial role in regulating the Earth's temperature and protecting life on the planet.

One of the most significant impacts of climate change on the atmosphere is the increase in greenhouse gas concentrations. Greenhouse gases, such as carbon dioxide and methane, trap heat in the atmosphere, leading to global warming. This has resulted in a rise in the average global temperature, which has had a variety of effects on the environment, including the melting of glaciers and the rise in sea levels.

### Global Warming

#### The Greenhouse Effect

The greenhouse effect is the process by which greenhouse gases trap heat in the atmosphere. When the sun's rays hit the Earth's surface, they are absorbed and re-emitted as heat. Greenhouse gases in the atmosphere absorb this heat and re-emit it in all directions, including back towards the Earth's surface. This process keeps the Earth's temperature warm enough to support life. However, the increase in greenhouse gas concentrations due to human activities has intensified the greenhouse effect, leading to global warming.

Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or otherwise in relation to his office;

- 16.2 the Company may purchase and maintain insurance for any such Director or other officer against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company.

### **ELECTRONIC COMMUNICATIONS**

- 17 Any Director who participates in the proceedings of a meeting by means of an electronic communication by which all the other Directors present at such meeting (whether in person or by alternate or by means of electronic communication) may hear at all times such Director and such Director may hear at all times all other Directors present at such meeting (whether in person or by alternate or by means of electronic communication) shall be deemed to be present at such meeting and shall be counted when reckoning a quorum.

- 18 In their application to the Company, Regulations 60 and 61 of Table A shall be modified by the addition of the following sentence:-

“The appointment of a proxy may be contained in an electronic communication sent to such address (including any number) as may be notified by or on behalf of the Company for that purpose and may be in such form as the Directors may approve including requirements as to the use of such discrete identifier or provision of such other information by a member so as to verify the identity of such member and as to the authenticity of any electronic signature thereon.”

- 19 In its application to the Company, Regulation 62 of Table A shall be modified by the addition of the following sentences:-

“In the event that more than one appointment of a proxy relating to the same share is so delivered or received for the purposes of the same meeting, the appointment last delivered or received (whether in writing or contained in an electronic communication) shall prevail in conferring authority on the person named therein to attend the meeting and vote.

An appointment of proxy contained in an electronic communication found by the Company to contain a computer virus shall not be accepted by the Company and shall be invalid.”

20

In its application to the Company, Regulation 115 of Table A shall be modified by the addition of the following after the words “after the time it was sent” at the end of the third sentence:-

“notwithstanding that the Company is aware of the failure in delivery of such electronic communication. Without prejudice to such deemed delivery, if the Company is aware of the failure in delivery of an electronic communication and has sought to give notice by such means at least three times, it shall send the notice in writing by post within 48 hours of the original attempt”.