

3412390

THE COMPANIES ACTS 1985 TO 2006

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COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION  
(as adopted by Special Resolution passed 19 January 2010)

of

BOC HEALTHCARE LIMITED

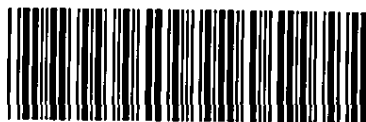
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(Incorporated 31 July 1997)

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No 3412390

WEDNESDAY



\*POLYXH0A\*

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COMPANIES HOUSE

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The Companies Acts 1985 to 2006

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COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION  
(as adopted by Special Resolution passed 19 January 2010)  
of  
BOC HEALTHCARE LIMITED\*\*

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PRELIMINARY

The Regulations contained in Table A of The Companies (Tables A to F) Regulations 1985 (as amended by the Companies (Tables A to F) (Amendment) Regulations 1985) shall apply save in so far as they are excluded or varied by or inconsistent with the Articles as hereinafter provided and shall constitute the Articles of Association of the Company

Regulations 22, 50, 65 to 69 inclusive, 73 to 80 inclusive, 84, 89, 90, 93, 97, 100, 109, 115 and 118 shall not apply

Definitions in these Articles

"the Act" means The Companies Act 1985, as amended by The Companies Act 1989

"Group" means the Company and its Subsidiaries for the time being, and "member of the Group" shall be construed accordingly

"BOC" means The BOC Group Limited

"BOC Group" means BOC and its Subsidiaries for the time being, and "member of the BOC Group" shall be construed accordingly

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LIABILITY & REGISTERED OFFICE

- 1 (a) The registered office of the Company will be situated in England
- (b) The Company is a private limited liability company
- (c) The liability of the members is limited to the amount, if any, unpaid on the shares held by them

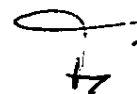
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\* The name of the Company was changed from BOC No 14 Limited to BOC Concentrator Services Limited on 11 September 1998 pursuant to a Special Resolution passed 4 September 1998. The Company's name was changed to BOC Healthcare Limited pursuant to a Special Resolution passed 19 January 2010



## DIRECTORS' GENERAL AUTHORITY AND POWERS

- 2 The object of the Company is to carry on business as a general commercial company  
Such object shall include, but not be limited to the following
- (a) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures, mortgage debentures or debenture stock payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance
  - (b) To guarantee, support or secure, whether by personal obligation or covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present or future) and uncalled capital of the Company or by any one or more or all of such methods or by any other method the performance of any obligations or commitments, and the repayment or payment of the principal amounts of and premiums interest and dividends on any securities, of any person firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a holding company as defined by section 736 of the Companies Act 1985 (as amended) of the Company, or another subsidiary as defined by the said section of such a holding company or otherwise associated with the Company in business
  - (c) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly
  - (d) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the debts and contracts of customers and others
  - (e) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others
  - (f) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Company or its predecessors in business or the dependents of such persons, and to establish and support, or to aid, in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or of the persons employed by the Company
  - (g) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, subsidise, or otherwise assist any such company
  - (h) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law
  - (i) To conduct the Company's business in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise



- 3 Subject to these Articles, the directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company

#### SHAREHOLDERS' RESERVE POWER

- 4 (a) The shareholders may, by special resolution, direct the directors to take, or refrain from taking, specified action  
  
(b) No such special resolution invalidates anything which the directors have done before the passing of the resolution

#### SHARE ALLOTMENTS

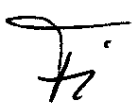
- 5 The directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot relevant securities (as defined in the Act) up to the amount of the authorised share capital of the Company as at the date of these Articles at any time or times during the period of five years from that date and at any time thereafter pursuant to any offer or agreement made by the Company within that period
- 6 Pursuant to Section 91 of the Act the Company shall be excluded from compliance with Sections 89(1), Section 90 (1) to 90 (5) inclusive and 90 (6)

#### SINGLE-MEMBER

- 7 If, and for so long as, the Company has only one member, the following provisions shall apply
  - (a) One person entitled to vote upon the business to be transacted, being the sole member of the Company or a proxy for that member or (if such member is a corporation) a duly authorised representative of such member, shall be a quorum and regulation 40 of Table A shall be modified accordingly Regulation 41 of Table A shall not apply to the Company
  - (b) The sole member of the Company (or the proxy or authorised representative of the sole member representing that member at the relative general meeting) shall be the chairman of any general meeting of the Company and regulation 42 of Table A shall be modified accordingly
  - (c) A proxy for the sole member of the Company may vote on a show of hands and regulation 54 of Table A shall be modified accordingly
  - (d) All other provisions of these Articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to a company which has only one member

#### DIRECTORS AND ALTERNATE DIRECTORS

- 8 A member or members holding a majority in nominal amount of the issued ordinary share capital for the time being in the Company shall have power from time to time and at any time to appoint any person as a director or alternate director and to remove from office any director or alternate director howsoever appointed Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company signed by one of its directors on its behalf, and shall take effect upon lodgment at the registered office of the Company
- 9 The adoption of these Articles shall not invalidate any then existing appointment of a director or alternate director but any such person shall thenceforth be subject to the provisions of these Articles concerning removal of directors and alternate directors



10. In the absence of the director for whom he acts as alternate, an alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which that director is a member, to attend and vote at any such meeting and generally to perform all the functions of that director but shall not be entitled to receive any remuneration from the Company for his services as an alternate director
- 11 The last sentence of Regulation 88 shall be replaced by "A director who is also an alternate director shall be entitled in the absence of the director for whom he acts as alternate to a separate vote on behalf of that director in addition to his own vote "
- 12 An alternate director shall cease to be an alternate director if the director for whom he acts as alternate ceases to be a director (subject to the provisions of Article 14 below)
- 13 In addition to the requirements of Regulation 81, a director or alternate director shall cease to be a director or alternate director of the Company if he ceases for whatever reason to be an employee of a member of the BOC Group unless those qualified under Article 8 above to appoint directors and alternate directors state in writing their wish that he continue to act, in which case he shall be deemed to be reappointed and shall continue to act as a director or alternate director of the Company
- 14 An alternate director acting prior to reappointment for a director reappointed according to the provisions of Article 13 above shall automatically continue to act as alternate for that director unless specifically removed

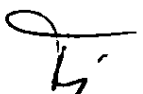
#### ROTATION OF DIRECTORS

- 15 The directors shall not be subject to retirement by rotation

#### PROCEEDINGS OF DIRECTORS

- 16 The quorum for the transaction of the business of the directors shall be two. An alternate director shall, if the director for whom he acts as alternate is not present, be counted in the quorum
- 17 (1) Any one or more (including, without limitation, all) of the directors, or any committee of the directors, may participate in a meeting of the directors or of such committee,
  - (a) by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time or
  - (b) by a succession of telephone calls to directors from the chairman of the meeting following disclosure to them of all material points

Participating by such means shall constitute presence in person at a meeting. Such meeting shall be deemed to have occurred in (a) the place where most of the directors participating are present or, if there is no such place, where the chairman of the meeting is present and in (b) where the chairman of the meeting is present
- (2) If any director who is for the time being absent from the United Kingdom shall have left with the secretary a memorandum specifying an address outside the United Kingdom to which such notices should be sent during any period, then the secretary shall during that period give such director notice of directors' meetings by any telegraphic or facsimile transmission sent to such address and any meeting of directors held more than forty-eight hours after the sending of such transmission shall be deemed to have been duly convened
- (3) Any director may waive notice of any meeting and any such waiver may be retroactive
- 18 The directors shall cause minutes to be made in books provided for the purpose -
  - (a) Of all appointments and removals of directors and officers



- (b) Of the names of those present at each meeting of the directors and at any meeting of a committee of the directors
  - (c) Of all resolutions and proceedings at all meetings of the company, of the directors and of committees of directors, and at all class meetings of the shareholders
- 19 A resolution in writing signed by all the directors or by all the members of a committee for the time being (which resolution may consist of several documents in the like form each signed by one or more of the said directors or the said members of such committee) or a resolution to which every such director or every such member of a committee has signified his approval in writing or by cable, overseas telegram, telex or facsimile instrument shall be as valid and effectual as if it had been passed at a meeting of the directors or of such committee (as the case may be) duly called and constituted For the purpose of this Article the signature or approval of an alternate director (if any) shall suffice in place of the signature of the director to whom he has been appointed alternate
- 20 To Regulation 94 shall be added the following sub-paragraph
- "(e) his interest arises solely by virtue of his being an employee or director of any member of the BOC Group "

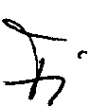
#### NOTICES

- 21 The last sentence of Regulation 112 shall not apply to the Company
- 22 A notice sent to a destination abroad may be communicated by telex, facsimile transmission or other means of rapid communication

#### INDEMNITY

- 23 Where permitted by legislation, the Company may indemnify any of its directors or any director of any associated company against any liability It may buy and maintain insurance for such individuals against any liability

The Company will indemnify each director and other officer against any losses suffered as a director or officer when defending any legal proceedings in which judgment is given in his favour or he is acquitted The Company will also indemnify a director or officer for any losses relating to any statutory application in which he is granted relief by the court For the purposes of this article, no person appointed or employed by the Company as an auditor is an officer of the Company



We, the person whose name, address and description is subscribed, are desirous of being formed into a Company in pursuance of these Articles of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our name

NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER

Number of shares  
(in words)  
taken by the  
Subscriber

The BOC Group plc  
Chertsey Road  
Windlesham  
Surrey GU20 6HJ

One

Investment holding company

The BOC Group plc  
by A E Isaac, Director

Dated this 18th day of July 1997

Witness to the above signature

N M Carroll  
33 Grove End Road  
Farnham  
Surrey GU9 8RD

A handwritten signature in black ink, appearing to be 'N M Carroll', located at the bottom right of the page.