

ARTICLES OF INCORPORATION

of

Scandinavian House Development SA

I. Corporate Name - Purpose – Registered Office – Duration

Article 1 – Corporate Name

There exists under the corporate name “Scandinavian House Development SA” a company limited by shares which is governed by the present Articles of Incorporation and by title XXVI of the Swiss Code of Obligations.

Article 2 – Purpose

The purpose of the Company is to be active in the environmental and ecological field as well as in the domain of energy economics, in particular in the field of expert reports, consulting and conception, realisation and commercialisation of projects of all kinds as well as the acquisition and exploitation of patents and licences in this context.

The Company may:

- engage in any financial, commercial or industrial activity and in any activity in connection with movable and immovable property, that is directly or indirectly related to its purpose;
- establish branch offices and subsidiaries in Switzerland and abroad;
- pursue any form of business being directly or indirectly related to its purpose;

- grant loans or securities to shareholders or third parties, if it is likely to promote its interests.

Article 3 – Registered Office

The registered office of the Company is in Lausanne (Vaud).

Article 4 – Duration

The Company is set up for an undetermined period.

II. Share capital

Article 5 – Nominal amount - Division

The share capital is CHF 4'300'000.--

It is divided into 3'440'000 bearer shares with a par value of CHF 1.25 each, fully paid up.

Article 5bis – Authorized increase

The Board of Directors is authorized to increase the share capital by a maximum of CHF 2'150'000.— within two years by issuing, in one or more tranches, at most one million seven hundred and twenty thousand (1'720'000) new bearer shares with a par value of CHF 1.25 each which must be paid up in full, amounting to a total of CHF 2'150'000.--.

The subscription right will be maintained.

The subscription rights are freely transferable conventionally; in the event of a transfer, the transferee may exercise the subscription rights without restriction under the same conditions as the rights exercised by the original holder.

Unexercised subscription rights shall lapse without compensation.

Article 6 – Actions

The shares are numbered. They bear the signature of a member of the Board of Directors.

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The Company may issue certificates representing more than one share each. Bearer shares may be converted into registered shares and vice-versa.

Article 7 – Dividend rights certificates

The Company may create dividend rights certificates according to Art. 657 of the Swiss Code of Obligations in particular in favour of the Company's founders.

III. Corporate bodies of the Company

Article 8 – Determination

The corporate bodies of the Company are:

- a) General Meeting of shareholders;
- b) Board of Directors;
- c) Auditors.

A. General Meeting of shareholders

Article 9 – Attributions

The General Meeting is the supreme governing body of the Company.

It has the following inalienable powers:

1. to determine and amend the Articles of Incorporation;
2. to elect the members of the Board of Directors and the statutory Auditors;
3. to approve the management report and the consolidated accounts;
4. to approve the annual accounts and resolutions on the allocations of the disposable profit, and in particular to set the dividend and the shares of profit paid to board members;
5. to discharge the members of the Board of Directors;
6. to pass resolutions concerning the matters reserved to the General Meet-

ing by law or the Articles of Incorporation.

Article 10 – Convocation

The ordinary General Meeting of shareholders is held each year within six months after the close of the business year of the Company and takes decisions on all matters assigned to it by law or by the Articles of Incorporation, in particular it decides on the management of the Board of Directors and the annual accounts.

An extraordinary General Meeting may be convened whenever the Board of Directors deems it necessary or useful, or on request by one or more shareholders representing at least one tenth of the share capital. The Auditors, the liquidators and, if applicable, the representatives of bond creditors also have the right to convene general meetings.

Article 11 – Method of convening

The General Meeting of shareholders shall be convened at least 20 days before the date of the meeting by a notice placed in the organ for publication mentioned in section V hereafter. The notice convening the meeting shall state the items on the agenda and the motions of the Board of Directors and as the case may be of the shareholders who have requested that a General Meeting of shareholders be convened or for a particular item to be included in the agenda.

In addition, the notice of a meeting shall mention the fact that the business report and the audit report are laid open for consultation by the shareholders at the registered office of the Company.

Article 12 – Universal meeting

The owners or representatives of all the Company's shares may, if no objection is raised, hold a general meeting without complying with the formal requirements for convening meetings. This meeting may validly pass binding resolutions on all matters within the remit of the General Meeting, provided that the owners or representatives of all the shares are present.

Article 13 – Constitution - Chairmanship

The General Meeting is validly constituted, regardless of the number of shares represented.

The General Meeting is presided by the Chairman of the Board of Directors or by his substitute.

Article 14 – Decisions

The shareholder exercise their voting rights in proportion to the nominal value of their total holding of shares.

In so far as the law or the Articles of Incorporation do not prescribe otherwise, the General Meeting shall take its decisions and determine its elections by an absolute majority of the votes cast in respect of shares.

A decision of the General Meeting which receives at least two-thirds of the votes represented and an absolute majority of the par values of shares, shall be required for:

1. a change of the Company's registered purpose;
2. the introduction of shares with preferential voting rights;
3. an authorized or contingent capital increase;
4. a capital increase funded by equity capital, against contributions in kind or to fund acquisitions in kind and the granting of special privileges;
5. any restriction or cancellation of the subscription rights;
6. a transfer of the Company's registered office;
7. the dissolution of the Company without liquidation.

B. The Board of Directors

Article 15 – Composition – Term of office – Organization

The Board of Directors shall consist of one or more members, who must be shareholders of the Company.

The members of the Board of Directors are elected for one year and shall be eligible for re-election.

The General Meeting designates the Chairman of the Board of Directors; thereafter the Board of Directors is self-constituting and appoints in particular a Secretary who needs not necessarily be a member of the Board.

Article 16 – Attributions

The Board of Directors may pass binding resolutions on all matters not reserved to the General Meeting of shareholders or another body either by law or these Articles of Incorporation.

The Board of Directors manages the business of the Company, unless respon-

sibility for such management has been delegated.

It has the following non-transferable and inalienable duties:

1. the overall management of the Company and the issuing of the necessary directives;
2. determination of the Company's organization;
3. the organization of the accounting, financial control, as well as the financial planning insofar as this is necessary for the management of the Company;
4. the appointment and dismissal of the persons entrusted with managing and representing the Company;
5. overall supervision of the persons entrusted with the management, in particular with regard to compliance with the law, the Articles of Incorporation, operational regulations and directives;
6. compilation of the annual report, preparation for the General Meeting and implementation of the latter's resolutions;
7. notification of the court in the event that the Company is overindebted.

Article 17 – Delegation of management responsibility

Pursuant to the provisions of the organizational regulations, the Board of Directors may entrust the management of the Company in whole or in part to individual members (delegates) or to third parties (executive directors).

Article 18 – Representation of the Company

The Board of Directors shall determine the formalities attached to signing powers on behalf of the Company.

The Board of Directors may assign the representation of the Company in relation to third parties to one or more of its members (delegates) or third parties (executive directors, registered attorneys, commercial agents).

Article 19 – Decisions

If the Board of Directors consists of more than one member, the presence of the majority of all Board Members is necessary for the Board of Directors to pass resolutions; these resolutions are taken by majority of votes cast.

Decisions of the Board of Directors may also be made in writing, by a majority vote of the members of the Board, in the form of a written approval given to a motion, provided no member requests that it be debated orally.

Article 20 – Convening - Minutes

The Chairman convenes the Board of Directors as often as business so requires.

The resolutions and decisions of the Board of Directors must be recorded in the minutes, which shall be signed by the Chairman and the Secretary.

C. Auditors

Article 21 – Audit

The General Meeting appoints the Auditor.

It may forgo the election of an Auditor if:

1. the Company is not obliged to undergo an ordinary audit;
2. all shareholders consent; and
3. the Company does not have more than ten full-time employees on annual average.

If the shareholders have dispensed with a limited audit, this also applies for subsequent years. Any shareholder has however the right, at the latest 10 days before the General Meeting, to request a limited audit and the election of an Auditor. In such an event, the General Meeting can only take the decisions in accordance with Art. 9 par. 2 no. 3, 4 and 5 when the report of the Auditor is available.

Article 22 – Requirements for the Auditor

One or more natural persons or legal entities or partnerships may be appointed.

The Auditor must be resident in Switzerland, or have its registered office or a registered branch office in Switzerland. If the Company has several Auditors at least one of them must satisfy this requirement.

If the Company must have its annual accounts reviewed by an Auditor in an ordinary audit in accordance with:

1. Art. 727 par. 1 no. 2 or no. 3;
2. Art. 727 par. 2 Swiss Code of Obligations

the General Meeting appoints as Auditor a licensed audit expert in accord-

ance with the Federal Auditor Oversight Act of 16 December 2005.

If the Company must have its annual accounts reviewed by an Auditor in a limited audit, the General Meeting appoints as Auditor a licensed auditor in accordance with the Federal Auditor Oversight Act of 16 December 2005. The option, not to appoint an Auditor in accordance with Art. 21 remains reserved.

The Auditor must be independent in accordance with Art. 728, respectively 729 of the Swiss Code of Obligations.

The Auditor is appointed for a period of one financial year. It's term of office ends on the adoption of the annual accounts. Re-appointment is possible. The General Meeting may remove an Auditor at any time with immediate effect.

IV. Accounts - Profit

Article 23 – Financial Year

The accounts of the Company shall be closed a 31 December each year.

Article 24 – Annual accounts

The annual accounts comprising the profit and loss account, the balance sheet and the notes to the accounts are established in accordance with the provisions of the Swiss Code of Obligations.

Article 25 – Profit allocation

The General Meeting decides on the allocation of balance sheet profits in accordance with the legal provisions of Art. 671 of the Swiss Code of Obligations.

V. Publications

Article 26

All publications shall be made in the Swiss Commercial Register Gazette (Feuille officielle suisse du commerce).

VI. Dissolution

Article 27

If the General Meeting decides to wind up the Company, the Board of Directors shall effect the liquidation unless the General Meeting assigns this task to special liquidators.

After the liabilities have been settled, the assets shall be used to reimburse the shares in proportion to their nominal value. Any remaining funds are distributed at the discretion of the General Meeting.

VII. Place of jurisdiction, Choice of domicile

Article 28

Legal disputes over matters relating to the Company between the Company and its corporate bodies, between the corporate bodies themselves, between the Company and one or several shareholders shall be resolved by the courts at the Registered office of the Company. If the people involved are not domiciled in the Canton, they choose a domicile with court of jurisdiction at the place of the Registered office of the Company.

Articles of Incorporation last modified in Pully, at 18 June 2013.