

Company number 367875

PRIVATE COMPANY LIMITED BY SHARES

BAXI PARTNERSHIP LIMITED ("Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following special resolutions were passed as written resolutions by the members of the Company on 13th July 2011

SPECIAL RESOLUTION 1

Subject to the passing of Special Resolutions 2 and 3 below, THAT each preference share of £1 00 each in the authorised and issued share capital of the Company be sub-divided into 100 preference shares of £0 01 each in the authorised and issued share capital of the Company

SPECIAL RESOLUTION 2

Subject to the passing of Special Resolution 1 above and Special Resolution 3 below, THAT 4,795,927 of the preference shares of £0 01 each in the authorised and issued share capital of the Company created pursuant to Special Resolution 1 above be re-classified as 4,795,927 growth shares of £0 01 each in the authorised and issued share capital of the Company, such shares having the rights and being subject to the restrictions contained in the articles of association of the Company as amended from time to time

SPECIAL RESOLUTION 3

THAT the articles of association of the Company be and are hereby amended by

- (One) the insertion of the following definitions after the definition of "the Board" in Article 2

"Growth Shares" has the meaning set out in Article 3,

"Ordinary Shares" has the meaning set out in Article 3,

- (Two) the deletion of the full stop at the end of the definition of "the Profit Sharing Scheme" in Article 2 and its replacement with a semi colon and the word "and",

- (Three) the insertion of the following definition after the definition of "the Profit Sharing Scheme" in Article 2

"Sale Price" has the meaning set out in Article 11(3)

- (Four) Article 3 is deleted and replaced with

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"The authorised share capital of the Company at the date of adoption of this Article is £1,200,000 divided into 40,204,073 Preference Shares of £1 each ("the Preference Shares"), 7,500,000 Ordinary Shares of 10 pence each ("the Ordinary Shares") and 4,795,927 growth shares of a penny each ("the Growth Shares") "

(Five) The deletion of the words " in proportion to the capital paid up on their respective Ordinary Shares " at the end of Article 4(2) and their replacement with " and the Growth Shares (pari passu as if the same constituted one class of share) by reference to the number of Ordinary Shares and / or Growth Shares held by them respectively "

(Six) The deletion of the words " in proportion to the capital paid up on the Ordinary Shares held by them respectively " at the end of Article 5 and their replacement with " and the Growth Shares (pari passu as if the same constituted one class of share) by reference to the number of Ordinary Shares and / or Growth Shares held by them respectively "

(Seven) The insertion of the following Article after Article 9

9A So long as any Growth Shares remain in issue, following the approval by the Board of the audited accounts for any financial year, the Board shall procure that the Company's auditors determine the Sale Price for Ordinary Shares and Growth Shares (assuming for this purpose that the value of the Growth Shares will not be affected by the provisions of Article 11(e)) In the event that the auditors determine that the Sale Price for each Ordinary Share is the same as each Growth Share, the Board may at any time, by giving written notice to all the holders of Growth Shares, reclassify all (and not some only) of the Growth Shares in the issued share capital of the Company as Ordinary Shares

(Eight) Article 11(8) is deleted and replaced with the following

(8) (a) In this Article 11(8), the following words shall have the following meanings

"Group Value" is the higher of

Net Assets

or

$(3 \times \text{PBTCY}) + (2 \times \text{PBTPY}) + \text{PBTPPY}$

"Net Assets" is the value of the net assets of the Company as set out in the last set of audited statutory accounts of the Company

"PBTCY" means the profit before tax as reported in the last set of audited statutory accounts of the Company

"PBTPY" means the profit before tax as reported in the last set of audited statutory accounts of the Company issued prior to the audited statutory accounts containing the PBTCY

"PBTPPY" means the profit before tax as reported in the last set of audited statutory accounts of the Company issued prior to the audited statutory accounts containing the PBTPY

- (b) If the Sale Shares are Ordinary Shares and there remain Growth Shares in issue, the Sale Price per Ordinary Share shall be the greater of
 - (i) the value of the net assets of the Company as at 31 December 2010 as set out in the audited statutory accounts of the Company for the financial year ending on that date plus 3%, compounded each year, for each calendar year that has passed since 31 December 2010, or
 - (ii) 50% of the Group Value,divided by the number of Ordinary Shares in issue
- (c) If the Sale Shares are Ordinary Shares and there are no Growth Shares in issue, the Sale Price per Ordinary Share shall be the Group Value, divided by the number of Ordinary Shares in issue
- (d) Subject to the below paragraph (e), if the Sale Shares are Growth Shares, the Sale Price per Growth Share shall be the Group Value less the greater of the sum calculated under the above paragraph (b)(i) or paragraph (b)(ii), divided by the number of Growth Shares in issue
- (e) If any Sale Shares are Growth Shares and the relevant Transferor in respect of those Growth Shares has held the Growth Shares for less than five years, paragraph (d) shall not apply to that Transferor's Growth Shares and the Sale Price for that Transferor's Growth Shares shall be as follows
 - (i) if the Growth Shares were offered for sale by reason of the Transferor ceasing to be an Employee by reason of retirement or death, the Share Price shall be the price calculated pursuant to the above paragraph (d) or such lower price as may be agreed between the Board and the Transferor, or
 - (ii) if the Growth Shares were offered for sale for any reason other than that specified in the above sub-paragraph (i), the Share Price shall be the lower of the price calculated pursuant to paragraph (d) or the nominal value of the Growth Shares

(Nine) By inserting the words " Subject to Article 12A," at the beginning of Article 12(2)

(Ten) Inserting the following Article after Article 12
12A Where

- (a) the provisions of Article 12(2) apply to a member, and
- (b) the member has ceased to be an Employee for any reason other than gross misconduct (whether gross misconduct has taken place will be determined solely by the Board), and
- (c) the member holds any Growth Shares that he has held for less than five years,

the Board may by written notice issued to the relevant member within 14 days of the member ceasing to be an Employee, cancel the Deemed Transfer Notice (as defined in Article 11(4)) issued by that member in respect of any Growth Shares held by the member for less than five years PROVIDED THAT after such cancellation, a Transfer Notice shall be deemed to have been given in respect of each of the said Growth Shares on the fifth anniversary of the member's acquisition of the said Growth Shares (which, for the avoidance of doubt, could mean the issuing of a number of Transfer Notices over time if the member acquired Growth Shares on different dates) and the provisions of Article 11 shall have effect as if such Transfer Notice so deemed to have been given were a Deemed Transfer Notice within the meaning of Article 11(4)

(Eleven) By deleting the words " ordinary shares " in Article 20 and replacing them with the words " Ordinary Shares or Growth Shares "

for Baxi Partnership Limited



Director / Company Secretary

Date

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