

Company No 7837246

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

RESOLUTIONS

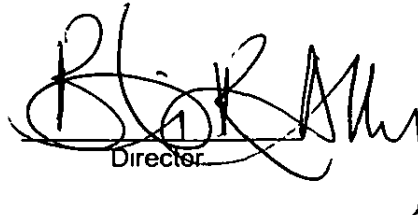
-of-

MACSCO 36 LIMITED

In accordance with Part 13 Ch 2 Companies Act 2006, the following resolutions were passed as written resolutions on 30 March 2012

SPECIAL RESOLUTIONS

- 1 ~~That the name of the Company be changed to Baker Acquisitions Limited and that, subject to the entry of that new name on the register by the registrar of companies, the existing articles of association of the Company be altered accordingly~~ **FOR INFORMATION ONLY**
- 2 That the articles of association set out in the document marked "A" accompanying these written resolutions are adopted as the new articles of association of the Company in substitution for the existing articles of association of the Company


Director

FRIDAY



A15T6SZ7

A48

30/03/2012

#503

COMPANIES HOUSE

"A"

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- OF -

BAKER ACQUISITIONS LIMITED

A48

30/03/2012
COMPANIES HOUSE

#502

MACFARLANES

Macfarlanes LLP
20 Cursitor Street
London EC4A 1LT

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PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- OF -

BAKER ACQUISITIONS LIMITED

(the "Company")

Adopted by special resolution passed on

2012

1 Application of model articles

1 1 The model articles of association for private companies contained in Schedule 1 to The Companies (Model Articles) Regulations 2008 ("**Model Articles**") as in force at the date of adoption of these Articles shall apply to the Company, save insofar as they are excluded or modified by, or are inconsistent with, the following Articles

1 2 In these Articles, reference to a particular Model Article is to that article of the Model Articles

2 Definitions and interpretation

2 1 In these Articles the following words and expressions have the following meanings

the **Act** the Companies Act 2006,

alternate: as defined in Article 13 and **alternate director** has a corresponding meaning,

appointor as defined in Article 13,

company. includes any body corporate,

Conflict Situation. a situation in which a director has, or can have, a direct or indirect interest that conflicts, or may possibly conflict, with the interests of the Company, including in relation to the exploitation of any property, information or opportunity and regardless of whether the Company could take advantage of the property, information or opportunity itself, but excluding a situation which could not reasonably be regarded as likely to give rise to a conflict of interest,

Controlling Shareholder: the registered holder for the time being of more than one half in nominal value of the issued ordinary share capital of the Company including (for the avoidance of doubt) any member holding all of the issued ordinary share capital of the Company,

member: a person who is the holder of a share,

paid: in relation to a share, means paid or credited as paid (as to its nominal value or any premium on it),

2 2 Save as expressly provided otherwise in these Articles, words or expressions contained in the Model Articles and in these Articles bear the same meaning as in the Act as in force from time to time The Model Articles shall apply as if the last paragraph of Model Article 1 (beginning "Unless the context otherwise requires") were deleted

2 3 In the Model Articles and in these Articles, save in Article 1 1 or as expressly provided otherwise in these Articles

2 3 1 any reference to any statute or statutory provision includes any subordinate legislation made under that statute or statutory provision, whether before or after the date of adoption of these Articles,

2 3 2 any reference to any legislation including to any statute, statutory provision or subordinate legislation ("**Legislation**") includes a reference to that Legislation as from time to time amended or re-enacted, whether before or after the date of adoption of these Articles,

2 3 3 any reference to re-enactment includes consolidation and rewriting, in each case whether with or without modification

3 **Company name**

The name of the Company may be changed by special resolution of the members or otherwise in accordance with the Act

4 **Directors to take decisions collectively**

4 1 The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with Article 5

4 2 Model Article 7 shall not apply

5 **Unanimous decisions**

5 1 A decision of the directors is taken in accordance with this Article when all eligible directors indicate to each other by any means that they share a common view on a matter

5 2 Such a decision may take the form of a resolution in writing, of which each eligible director has signed one or more copies or to which each eligible director has otherwise indicated agreement in writing

5 3 References in this Article 5 to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting (but exclude in respect of the authorisation of a Conflict Situation, the director subject to that Conflict Situation)

5 4 Notwithstanding the requirements of Articles 5 1 to 5 3

5 4 1 if a person who is an alternate director indicates on behalf of his appointor whether or not he shares the common view his appointor is not also required to do so in order to satisfy those requirements,

5 4 2 if a director who has appointed an alternate indicates pursuant to Article 5 1 whether or not he shares the common view his alternate is not also required to do so in order to satisfy those requirements

5 5 A decision may not be taken in accordance with this Article if the eligible directors would not have formed a quorum at such a meeting

5 6 Model Article 8 shall not apply

6 Quorum for directors' meetings

6 1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting

6 2 Unless otherwise stated in these Articles, the quorum for directors' meetings shall be any one director provided that as much notice of the meeting as is practicable in the circumstances has been given to every director of the Company

6 3 At a directors' meeting

6 3 1 a director who is also an alternate director may be counted more than once for the purposes of determining whether a quorum is participating,

6 3 2 a person who is an alternate director, but is not otherwise a director, shall be counted as participating for the purposes of determining whether a quorum is participating,

but only, in each case, if that director's or other person's appointor is not participating

6 4 Model Article 11 shall not apply

7 Voting at directors' meetings

7 1 Subject to these Articles, each director participating in a directors' meeting has one vote

7 2 If the number of votes for and against a proposal are equal, the chairman or other director chairing the meeting shall not have a casting vote

7 3 Model Article 13 shall not apply

7 4 A director who is also an alternate director has an additional vote on behalf of each of his appointors provided

7 4 1 the relevant appointor is not participating in the directors' meeting, and

7 4 2 in respect of a particular matter

7 4 2 1 the relevant appointor would have been entitled to vote if he were participating in it, and

7 4 2 2 the matter is not the authorisation of a Conflict Situation of the relevant appointor

7 5 A person who is an alternate director, but is not otherwise a director, only has a vote in respect of each of his appointors if

7 5 1 the relevant appointor is not participating in the directors' meeting, and

7 5 2 in respect of a particular matter

7 5 2 1 the relevant appointor would have been entitled to vote if he were participating in it, and

7 5 2 2 the matter is not the authorisation of a Conflict Situation of the relevant appointor

8 Exercise of directors' duties

- 8 1 If a Conflict Situation arises, the directors may authorise it for the purposes of s 175(4)(b) of the Act by a decision of the directors made in accordance with that section and these Articles. At the time of the authorisation, or at any time afterwards, the directors may impose any limitations or conditions or grant the authority subject to such terms which (in each case) they consider appropriate and reasonable in all the circumstances. Any authorisation may be revoked or varied at any time in the discretion of the directors.

9 Directors voting and counting in the quorum

- 9 1 Save as otherwise specified in these Articles or the Act and subject to any limitations, conditions or terms attaching to any authorisation given by the directors for the purposes of s 175(4)(b) of the Act, a director may vote on, and be counted in the quorum in relation to any resolution relating to a matter in which he has, or can have

9 1 1 a direct or indirect interest or duty which conflicts, or possibly may conflict, with the interests of the Company, and

9 1 2 a conflict of interest arising in relation to an existing or a proposed transaction or arrangement with the Company

- 9 2 Model Article 14 shall not apply

10 Appointing and removing directors

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 it pursuant to this Article).

11 Termination of director's appointment

In addition to the circumstances set out in Model Article 18, a person also ceases to be a director if he is removed from office pursuant to Article 10 of these Articles.

12 Directors' remuneration and other benefits

- 12 1 A director may undertake any services for the Company that the directors decide

- 12 2 A director is entitled to such remuneration as the directors decide (i) for his services to the Company as director, and (ii) for any other service which he undertakes for the Company provided that the amount of such remuneration is expressly approved in advance by the Controlling Shareholder in writing

- 12 3 Subject to the Articles, a director's remuneration may (i) take any form, and (ii) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director

- 12 4 Unless the directors decide otherwise, a director's remuneration accrues from day to day

- 12 5 Unless the directors decide otherwise, no director is accountable to the Company for any remuneration or other benefit which he receives as a director or other officer or employee of any of the Company's subsidiary undertakings or of any parent undertaking of the Company from time to time or of any other body corporate in which the Company or any such parent undertaking is interested

- 12 6 Model Article 19 shall not apply

13 Appointment and removal of alternates

13 1 Any director (the “**appointor**”) may appoint as an alternate any other director, or, any other person approved by a decision of the directors, to

13 1 1 exercise that director’s powers, and

13 1 2 carry out that director’s responsibilities,

in relation to the taking of decisions by the directors in the absence of the alternate’s appointor

13 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

13 3 The notice must

13 3 1 identify the proposed alternate, and

13 3 2 confirm that the proposed alternate is willing to act as the alternate of the director giving the notice

13 4 A person may be appointed as alternate to more than one director of the Company

14 Rights and responsibilities of alternate directors

14 1 An alternate director has the same rights, in relation to any directors’ meeting or a decision taken in accordance with Article 5, as the alternate’s appointor

14 2 Except as these Articles specify otherwise, alternate directors

14 2 1 are deemed for all purposes to be directors,

14 2 2 are liable for their own acts and omissions,

14 2 3 are subject to the same restrictions as their appointors, and

14 2 4 are not deemed to be agents of or for their appointors

14 3 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

15 Termination of alternate directorship

An alternate director’s appointment as an alternate terminates

15 1 when the alternate’s appointor revokes the appointment by notice to the Company in writing specifying when it is to terminate,

15 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,

15 3 on the death of the alternate’s appointor, or

15 4 when the alternate’s appointor’s appointment as a director terminates

16 Share capital

16 1 The share capital of the Company at the date of adoption of these Articles comprises ordinary shares of £1 each

17 All shares to be fully paid up

17 1 No share is to be issued other than fully paid

17 2 Article 17 1 does not apply to shares taken on the formation of the Company by the subscribers to the Company's memorandum

17 3 Model Article 21 shall not apply

18 Powers to issue different classes of share

Model Article 22(2) shall apply as if the words “, and the directors may determine the terms, conditions and manner of redemption of any such shares” were deleted and replaced in the entirety by the words “, and on such terms and conditions and in such manner of redemption of any such shares as are determined by the Controlling Shareholder”

19 Issue of new shares

19 1 The Company has the power to allot and issue shares in the capital of the Company and to grant rights to subscribe for, or to convert any security into, shares in the capital of the Company pursuant to those rights

19 2 The directors may only exercise the power of the Company to allot and issue shares or to grant rights to subscribe for, or to convert any security into, shares, in order to allot or issue shares to the Controlling Shareholder or some other person expressly approved by the Controlling Shareholder in writing The powers of the directors pursuant to s 550 of the Act shall be limited accordingly

19 3 The provisions of ss 561 and 562 of the Act shall not apply to the Company

20 Transfer of shares

20 1 The directors shall register any transfer of shares made to or by, or with the express written consent of, the Controlling Shareholder

20 2 Subject to Article 20 1, the directors may, in their absolute discretion, refuse to register the transfer of any share, and if they do so, the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent Model Article 26(5) shall not apply

21 Procedure for declaring dividends

21 1 Except as otherwise provided by the rights attached to any shares from time to time, all dividends shall be paid to the holders of shares in proportion to the numbers of shares on which the dividend is paid held by them respectively, but if any share is issued on terms that it shall rank for dividend as from a particular date, or pari passu as regards dividends with a share already issued, that share shall rank for dividend accordingly

21 2 Model Article 30(4) shall apply as if the words “the terms on which shares are issued” were deleted and replaced with the words “the rights attached to shares”

22 No interest on distributions

Model Article 32(a) shall apply as if the words “the terms on which the share was issued” were deleted and replaced with the words “the rights attached to the share”

23 Quorum for and voting at general meetings

23 1 If the Company has more than one member, the quorum for a general meeting shall be

23 1 1 one member holding more than one half in nominal value of the issued ordinary share capital of the Company and present in person or by proxy or by representative (and the presence of such a member shall be deemed for this purpose to constitute a valid meeting), or

23 1 2 if no such member is present, two members present in person or by proxy or representative

23 2 If the Company has only one member, s 318 of the Act shall apply

23 3 In the case of members who are joint holders of shares, the vote of the holder whose name appears first in the register of members, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders

24 Communications

24 1 Subject to Articles 24 7 and 24 8, the company communications provisions (as defined in the Act) shall also apply to any document or information not otherwise authorised or required to be sent or supplied by or to a company under the Companies Acts (as defined in the Act) but to be sent or supplied by or to the Company pursuant to these Articles

24 1 1 by or to the Company, or

24 1 2 by or to the directors acting on behalf of the Company

24 2 The provisions of s 1168 of the Act (hard copy and electronic form and related expressions) shall apply to the Company as if the words "and the Articles" were inserted after the words "the Companies Acts" in ss 1168(1) and 1168(7)

24 3 Section 1147 of the Act shall apply to any document or information to be sent or supplied by the Company to its members under the Companies Acts or pursuant to these Articles as if

24 3 1 in s 1147(2) the words "or by airmail (whether in hard copy or electronic form) to an address outside the United Kingdom" were inserted after the words "in the United Kingdom",

24 3 2 in s 1147(3) the words "48 hours after it was sent" were deleted and replaced with the words "when sent, notwithstanding that the Company may be aware of the failure in delivery of such document or information",

24 3 3 a new s 1147(4)(A) were inserted as follows

"Where the document or information is sent or supplied by hand (whether in hard copy or electronic form) and the Company is able to show that it was properly addressed and sent at the cost of the Company, it is deemed to have been received by the intended recipient when delivered",

24 3 4 Section 1147(5) were deleted

24 4 Proof that a document or information sent by electronic means was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the document or information was properly addressed as required by s 1147(3) of the Act and that the document or information was sent or supplied

24 5 In the case of members who are joint holders of shares, anything to be agreed or specified by the holder may be agreed or specified by the holder whose name appears first in the

register of members and it shall not be necessary to obtain the agreement or specification from the other joint holders of such shares

24 6 Model Article 48 shall not apply

24 7 Any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means which that director has asked to be sent or supplied with such notices or documents for the time being

24 8 A director may agree with the Company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent and for the specified time to be less than 48 hours

25 Company seals

Model Article 49(4)(b) shall not apply

26 Indemnities, insurance and funding of defence proceedings

26 1 This Article 26 shall have effect, and any indemnity provided by or pursuant to it shall apply, only to the extent permitted by, and subject to the restrictions of, the Act It does not allow for or provide (to any extent) an indemnity which is more extensive than is permitted by the Act and any such indemnity is limited accordingly This Article 26 is also without prejudice to any indemnity to which any person may otherwise be entitled

26 2 The Company

26 2 1 shall indemnify every person who is a director of the Company, and shall keep indemnified each such person after he ceases to hold office, and

26 2 2 may indemnify any other person who is an officer (other than an auditor) of the Company,

in each case out of the assets of the Company from and against any loss, liability or expense incurred by him or them in relation to the Company by reason of his being or having been a director or other officer of the Company

26 3 The Company may indemnify any person who is a director of a company that is a trustee of an occupational pension scheme (as defined in s 235(6) of the Act) out of the assets of the Company from and against any loss, liability or expense incurred by him or them in connection with such company's activities as trustee of the scheme

26 4 The directors may purchase and maintain insurance at the expense of the Company for the benefit of any person who is or was at any time a director or other officer (other than an auditor) of the Company or of any associated company (as defined in s 256 of the Act) of the Company or a trustee of any pension fund or employee benefits trust for the benefit of any employee of the Company

26 5 The directors may, subject to the provisions of the Act, exercise the powers conferred on them by ss 205 and 206 of the Act to

26 5 1 provide funds to meet expenditure incurred or to be incurred in defending any proceedings, investigation or action referred to in those sections or in connection with an application for relief referred to in s 205, or

26 5 2 take any action to enable such expenditure not to be incurred

26 6 Model Articles 52 and 53 shall not apply