

Company Number: 01965619

The Companies Act 2006
Company Limited by Shares

Written Resolutions

of

Wellburn Care Homes Limited

(Company)

WEDNESDAY



A23 *A3K1366Y* 05/11/2014 #172
COMPANIES HOUSE

On 28 October 2014, the following ordinary resolutions were duly passed by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006

"Ordinary Resolutions

- 1 That 800 of the B ordinary shares (**B Shares**) of £1 00 each in the capital of the Company registered in the name of Rachel Beckett be re-designated as 800 A ordinary shares (**A Shares**) each in the capital of the Company, such shares having the rights attached to the A Shares under the articles of association of the Company
- 2 That 800 of the B ordinary shares (**B Shares**) of £1 00 each in the capital of the Company registered in the name of Samantha Beckett be re-designated as 800 A ordinary shares (**A Shares**) each in the capital of the Company, such shares having the rights attached to the A Shares under the articles of association of the Company
- 3 That 1,600 of the A ordinary shares (**A Shares**) of £1 00 each in the capital of the Company registered in the name of Simon Beckett be re-designated as 1,600 B ordinary shares (**B Shares**) each in the capital of the Company, such shares having the rights attached to the B Shares under the articles of association of the Company

Special Resolution

- 4 That, subject to the passing of resolutions 1 – 3 set out above, the articles of association of the Company be amended by
 - deleting, in the present article 2 1, the words "and without distinction between the A ordinary shares and the B ordinary shares" and replacing those words with the words "and without obligation to treat the A Shares and the B Shares as one class of shares for the purpose of declaring or recommending and paying any dividend"
 - and
 - by deleting the present article 3 "B SHARES" and replacing it with the following new article 3

"3 A SHARES and B SHARES"

3 1 VOTING

The A Shares and the B Shares shall each confer upon the holders thereof the right to attend and vote at any general meeting or on a written resolution as if they constituted one class of share

3 2 DIVIDENDS

3 2 1 A Ordinary Shares

The A Ordinary Shares have the right to receive out of the profits of the Company such dividend as shall be declared or recommended by the Board in its absolute discretion in respect of them and such dividend shall be distributed rateably amongst the A Ordinary Shares and issued according to the amounts for the time being paid up or credited as paid up thereon

3 2 2 B Ordinary Shares

The B Ordinary Shares have the right to receive out of the profits of the Company such dividend as shall be declared or recommended by the Board in its absolute discretion in respect of them and such dividend shall be distributed rateably amongst the B Ordinary Shares and issued according to the amounts for the time being paid up or credited as paid up thereon

3 2 3 Section 172(1) of the Act is hereby disapplied in relation to Articles 3 2 1 and 3 2 2 so that the Board can declare or recommend and pay dividends on one class of share only or different dividends on each class of share without breaching the directors' general duties under the Act


Director