

Company No: 3265314

Private Company Limited by Shares

Written Resolution of:-

SUPPORTCARE LIMITED

Date - 23 November 2007

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions 1, 2, 3 and 4 below are passed as ordinary resolutions ("Ordinary Resolutions") and resolution 5 is passed as a special resolution ("Special Resolution")

ORDINARY RESOLUTIONS

- 1 That the 50 "B" Ordinary Non Voting Preference Shares of £1 each of the Company held by Martin Dodd be converted into 50 Ordinary Shares of £1 each ranking pari passu having attached thereto the rights specified in the articles of association of the Company, to be adopted by a special resolution
- 2 That the 20 "B" Ordinary Non Voting Preference Shares of £1 each of the Company held by Christopher Gaffney be converted into 20 Ordinary Shares of £1 each ranking pari passu having attached thereto the rights specified in the articles of association of the Company, to be adopted by a special resolution
- 3 That the 50 "B" Ordinary Non Voting Preference Shares of £1 each of the Company held by Dominic Gaffney be converted into 50 Ordinary Shares of £1 each ranking pari passu having attached thereto the rights specified in the articles of association of the Company, to be adopted by a special resolution
- 4 That the 380 unissued "B" Ordinary Non Voting Preference Shares of £1 each of the Company be converted into 380 Ordinary Shares of £1 each ranking pari passu having attached thereto the rights specified in the articles of association of the Company, to be adopted by a special resolution

SPECIAL RESOLUTION

- 5 That the regulations in the form attached to this resolution and initialled by the Chairman for the purposes of identification be and are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association

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AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolutions and the Special Resolution

The undersigned, persons entitled to vote on the above resolutions on 23 November 2017, hereby irrevocably agree to the Ordinary Resolutions and the Special Resolution

Signed by **MARTIN DODD**

M. S. Dodd.

Date

23 November 2017

Signed by **KAREN DODD**

K Dodd

Date

23 November 2017

Signed by **CHRISTOPHER GAFFNEY**

C. Gaffney

Date

23 November 2017

Signed by **DOMINIC GAFFNEY**

D. Gaffney

Date

23 November 2017

Signed by **DENISE GAFFNEY**

D. Gaffney

Date

23 November 2017

*Signed by Dominic
Gaffney in attorney*

Signed by **SHIRLEY GAFFNEY**



Signed by Dominic
Gaffney as attorney

Date

23 November 2017

Signed by **FRANCIS DAY**



Signed by Dominic
Gaffney as attorney

Date

23 November 2017

Signed by **ELIZABETH NICHOLSON**



Signed by Dominic
Gaffney as attorney

Date

23 November 2017

Signed by **RACHAEL GAFFNEY**



Signed by Dominic
Gaffney as attorney

Date

23 November 2017

NOTES

- 1 You can choose to agree to all of the Ordinary Resolutions and the Special Resolution or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

- **By Hand** delivering the signed copy to Company Secretary, Supportcare Limited, 354 Langsett Road, Sheffield S6 2UF
- **Post** returning the signed copy by post to Company Secretary, Supportcare Limited, 354 Langsett Road, Sheffield S6 2UF

If you do not agree to all of the resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply

- 2 Once you have indicated your agreement to the resolutions, you may not revoke your agreement

- 3 Unless, by *21 November 2017*, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.

THE COMPANIES ACT 1985
and
THE COMPANIES ACT 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
SUPPORTCARE LIMITED

(Adopted by a written resolution passed on 23 November 2007)

PRELIMINARY

- 1 The Company is a private company and the following regulations and (subject as provided in these Articles) the regulations contained in Table A in the Schedule to the Companies (Tables A-F) Regulations 2007 (SI2007/2541) and the Companies (Tables A to F) Amendment No 2 Regulations (SI 2007/2826) and as otherwise amended prior to the adoption of these Articles (as amended) (in these Articles called "Table A") shall constitute the regulations of the Company
- 2 Regulations 8, 24, 76 to 80 (inclusive) and 87, 94 to 97 (inclusive) and 101 of Table A shall not apply to the Company

LIEN

- 3 The Company shall have a first and paramount lien on every share (whether fully paid or not) registered in the name of any member (whether solely or jointly with others) for all debts or liabilities due from such member or his estate whether solely or jointly with any other person (whether or not a member) and whether or not such debts or liabilities are presently payable or dischargeable. The Company's lien on a share shall extend to all dividends or other moneys and rights payable thereon or accruing thereto or in respect thereof

SHARES

- 4 The authorised share capital of the Company at the date of the adoption of the Articles is £1,000 divided into 1,000 Ordinary Shares of £1 each

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- 5 The Company may from time to time by special resolution, whether or not all the shares for the time being authorised shall have been issued or all the shares for the time being issued have been fully paid up, increase its share capital by the creation of new shares of such amount as the special resolution prescribes
- 6 The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 (as amended) ("the Act") to allot relevant securities (as defined in Section 80 of the Act) provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the amount of the authorised share capital with which the Company is incorporated, and that this authority shall expire on the fifth anniversary of the incorporation of the Company unless varied or revoked or renewed by the Company in General Meeting
- 7 The Company in general meeting may give the Directors any authority required under section 80 of the Act in respect of relevant securities as defined in that section and any such authority may be general or for a particular exercise of the powers requiring such authority and may be unconditional or subject to conditions, provided that any such authority shall state the maximum number of relevant securities to which it applies and the date being not more than five years from the date of the passing of the resolution granting the authority on which the authority will expire
- 8 The Directors shall be entitled under the authority conferred by Articles 5 and 6 to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry of such authority
- 9 In accordance with Section 91 of the Act, Section 89(1) and Section 90(1) to (6) of the Act shall not apply to any allotment of equity securities (as defined in Section 94 of the Act) by the Company
- 10 Subject to the provisions of these articles and the Act, the directors may allot, grant options over or otherwise dispose of the shares in the original capital and any new shares that may be created to such persons at such times and on such terms as they think proper and the provisions of section 89(1) and section 90 of the Act shall not apply to the allotment of any shares in the Company
- 11 The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share
- 12 Regulation 35 shall be modified by deleting the words "otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares" and substituting instead the words "whether out of its distributable profits or out of the proceeds of a fresh issue of shares or otherwise"
- 13 The powers of consolidation, division, sub-division and cancellation of the share capital of the Company conferred by regulation 32 (b), (c) and (d) of Table A shall be exercised by special resolution

GENERAL MEETINGS

- 14 In regulation 41 of Table A the words "and if at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, or if during an adjourned meeting such a quorum ceases to be present, the meeting shall stand dissolved" shall be added after the words "directors may determine"
- 15 A poll may be demanded at any general meeting by any one member present in person or by proxy and entitled to vote Paragraph (b) of regulation 46 of Table A shall be modified accordingly and paragraphs (c) and (d) therefor shall not apply

DIRECTORS

- 16 A Director including an alternate director shall not require a share qualification, but nevertheless shall be entitled to attend and speak at any general meeting of, and at any separate meeting of the holders of any class of shares in, the Company
- 17 A Director (including an alternate Director) who has duly declared his interest therein may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted, and he shall be counted in the quorum when any such contract or arrangement is under consideration
- 18 The Directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and, subject to provisions of the Companies Act 1985, to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or any third party (including any member)
- 19 The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an additional Director
- 20 A member or members holding a majority in nominal amount of the issued shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a director or directors, either to fill a casual vacancy or as an addition to the existing directors and to remove from office any director howsoever appointed Every such appointment or removal shall be in writing and signed by or on behalf of the member or members making the same and shall take effect on delivery at the registered office of the Company
- 21 No Director shall be required to vacate his office as a Director and no person shall be disqualified from being appointed as a Director by reason of his attaining or having attained the age of seventy
- 22 The quorum for the transaction of business of the directors shall unless otherwise determined by ordinary resolution of the Company be one Regulations 64 and 89 in Table A shall be modified accordingly

- 23 - Any Director who, being so requested by the Directors, performs special or extraordinary services on behalf of the Company, or who travels to or resides in any place other than where he usually resides for the purpose of discharging his duties, may be paid such extra remuneration (whether by way of lump sum, salary, commission or participation in profits or otherwise) as the Directors may determine
- 24 A meeting of the Directors may be validly held notwithstanding that all of the Directors are not present at the same place and at the same time provided that
- 24 1 a quorum of the Directors at the time of the meeting are in direct communication with each other whether by way of telephone, audio-visual link or other form of telecommunication, and
- 24 2 a quorum of the Directors entitled to attend a meeting of the Directors agree to the holding of the meeting in this manner

Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, of there is no such group, where the Chairman of the meeting is located

DIRECTORS' GRATUITIES AND PENSIONS

- 25 The Directors may grant retirement pensions or annuities or other gratuities or allowances, including allowances on death, to any person or to the widow of or dependants of any person in respect of services rendered by him to the Company whether as managing director or in any other office or employment under the Company or indirectly as an officer or employee of any subsidiary company of the Company or any predecessor in business of the Company or of any such subsidiary, notwithstanding that he may be or may have been a Director of the Company and the Company may make payments towards insurance or trusts for such purposes in respect of such person and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person

INFORMATION

- 26 Any member of the Company, if asked by the directors, must give all information in his possession or power (supported, if required by the Directors, by a statutory declaration) relating to or which, in the opinion of the directors, might relate to the status of the Company as a close company within the meaning of section 414 of the Income and Corporation Taxes Act 1988 or any statutory modification or re-enactment of it. If a member fails to comply with any such request, no dividends declared on any shares in the Company held by him shall be paid to such member until he has complied but all such dividends shall, in the meantime, be retained by the Company without any liability to pay interest in respect of them

INSURANCE

- 27 If the Directors so determine the Company shall purchase and maintain policies of insurance providing insurance cover up to such limit or limits as the Directors may decide for the Directors or any of them and any other officer or auditor of the Company against liability to the Company for any loss caused

- by reason of the negligence, default, breach of duty or breach of trust by any Director or other officer or auditor