

**2 CARE UK LIMITED**

**COMPANY NUMBER: 5690503**

**WRITTEN RESOLUTION**

**PURSUANT TO COMPANIES ACT 2006 SECTION 281(1)(a)**

**CIRCULATION DATE: 2 APRIL 2013**

THURSDAY



A14 \*A271188A\* 25/04/2013 #254  
COMPANIES HOUSE

In accordance with Companies Act 2006 Section 281(1)(a) we, the undersigned, being the members of the company entitled at the date hereof to attend and vote at general meetings of the company, hereby confirm that the following Special Resolutions shall for all purposes have effect as if they had been passed by the company in general meeting Accordingly we hereby resolve

- 1 That the share capital of the company being £1,000 shall be divided into
  - 900 Ordinary shares of £1 each – these shares remaining unallotted
  - 30 'A' Ordinary shares of £1 each
  - 25 'B' Ordinary shares of £1 each
  - 25 'C' Ordinary shares of £1 each
  - 10 'D' Ordinary shares of £1 each
  - 5 'E' Ordinary shares of £1 each
  - 5 'F' Ordinary shares of £1 each
- 2
  - a) That the 30 Ordinary shares registered in the name of Valerie Stupple be re-designated as 30 'A' Ordinary shares
  - b) That the 25 Ordinary shares registered in the name of Michael Stupple be re-designated as 25 'B' Ordinary shares
  - c) That the 25 Ordinary shares registered in the name of Carolyn Stupple be re-designated as 25 'C' Ordinary shares
  - d) That the 10 Ordinary shares registered in the name of Adrian Prince be re-designated as 10 'D' Ordinary shares
  - e) That the 5 Ordinary shares registered in the name of Peter Rousseau be re-designated as 5 'E' Ordinary shares
  - f) That the 5 Ordinary shares registered in the name of Charlotte Coppard be re-designated as 5 'F' Ordinary shares
- 3 Item 5 in the Memorandum of Association shall be replaced with the following

The Company's share capital is £1,000 divided into 900 Ordinary Shares of £1 each, 30 'A' Ordinary Shares of £1 each, 25 'B' Ordinary Shares of £1 each, 25 'C' Ordinary Shares of £1 each, 10 'D' Ordinary shares of £1 each, 5 'E' Ordinary shares of £1 each and 5 'F' Ordinary shares of £1 each
- 4 That the following shall be inserted as Article 10 in the company's Articles of Association immediately after Article 9 and the existing Articles 10 to 17 shall be renumbered 11 to 18 accordingly

"The Ordinary shares in the company shall rank pari passu in all respects save that the Ordinary, 'A' Ordinary, 'B' Ordinary, 'C' Ordinary, 'D' Ordinary, 'E' Ordinary and 'F' Ordinary shares shall be treated as separate classes of share and that dividends may be paid on each class of share at such rate as shall be unanimously decided either by the directors at a board meeting or by the company in general meeting or by written resolution and that there shall be no requirement to pay the same rate of dividend on each class of share and no requirement to pay a dividend on one class of share notwithstanding that a dividend may be paid on one or more of the other classes of share. In the absence of any unanimous agreement, dividends approved by a majority vote or on a poll shall be paid out at the same rate per share on all classes of issued Ordinary shares "

Signed   
Valerie Stupple

Dated 4-4-13

Signed   
Michael Stupple

Dated 3/4/2013

Signed   
Carolyn Stupple

Dated 3/4/2013

Signed   
Adrian Prince

Dated 3/4/2013

Signed   
Peter Rousseau

Dated 3/4/2013

Signed   
Charlotte Cougard

Dated 12/4/13

#### Notes

- 1 Members should signify their agreement to the resolution by signing and dating above
- 2 The Resolution should lapse if it is not passed within 28 days of the Circulation Date