

**THE COMPANIES ACT 2006**

**WRITTEN SPECIAL RESOLUTIONS OF**

**BRYN MEDDYG CARE HOME LTD**

**COMPANY NUMBER: 05995330**

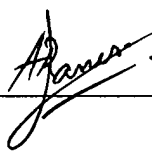


On 20 April 2020, the following resolutions were duly passed as written resolutions in accordance with the requirements of sections 288 to 300 of the Companies Act 2006 by the requisite majority of the members of the Company:

As special resolutions in accordance with section 283 of the Companies Act 2006

1. THAT 400 of the Ordinary shares of £1 each of the Company, held by Alan Richard Davies, and which are issued and fully paid up, be converted into, and re-designated as, 'A' Ordinary shares of £1 each having the rights and being subject to the conditions set out in the articles of association of the company, as amended by resolution of even date.
2. THAT 400 of the Ordinary shares of £1 each of the Company, held by Elizabeth Alwen Davies, and which are issued and fully paid up, be converted into, and re-designated as, 'A' Ordinary shares of £1 each having the rights and being subject to the conditions set out in the articles of association of the company, as amended by resolution of even date.
3. THAT 50 of the Ordinary shares of £1 each of the Company, held by Caren Elisabeth Humphreys, and which are issued and fully paid up, be converted into, and re-designated as, 'B' Ordinary shares of £1 each having the rights and being subject to the conditions set out in the articles of association of the company, as amended by resolution of even date.
4. THAT 50 of the Ordinary shares of £1 each of the Company, held by Trystan Humphreys, and which are issued and fully paid up, be converted into, and re-designated as, 'B' Ordinary shares of £1 each having the rights and being subject to the conditions set out in the articles of association of the company, as amended by resolution of even date.
5. THAT 50 of the Ordinary shares of £1 each of the Company, held by Iona Louise Rogers, and which are issued and fully paid up, be converted into, and re-designated as, 'C' Ordinary shares of £1 each having the rights and being subject to the conditions set out in the articles of association of the company, as amended by resolution of even date.
6. THAT 50 of the Ordinary shares of £1 each of the Company, held by Eryl Rogers, and which are issued and fully paid up, be converted into, and re-designated as, 'C' Ordinary shares of £1 each having the rights and being subject to the conditions set out in the articles of association of the company, as amended by resolution of even date.

7. THAT the draft Articles of Association, as attached hereto and for the purpose of identification marked "A", be and are hereby adopted as the new Articles of Association of the Company, in substitution for and to the exclusion of the current Articles of Association including all provisions in the current Memorandum of Association that now, pursuant to section 28 of the Companies Act 2006, are deemed to form part of the Articles of Association.

Signed  Director/Secretary

Presenter:

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