

**'A' ARTICLES OF ASSOCIATION
THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION OF
COMPANY NAME: ABL HEALTH LIMITED
COMPANY NUMBER: 07074944**

AMENDMENT OF ARTICLES

VARIATION OF CLASS RIGHTS

The existing Clause 31 "Variation of class rights" be deleted and replaced with the following new Clause 31 -

31 *Variation of Class Rights*

- 31 1 The share capital of the company shall be divided into 'A' Ordinary shares of £1 each, 'B' Ordinary shares of £1 each, 'C' Ordinary shares of £1 each, 'D' Ordinary shares of £1 each, and all classes of shares shall rank *pari passu*
- 31 2 - Whenever the capital of the Company is divided into different classes of shares, the special rights attached to any class may only be varied or abrogated, either whilst the Company is a going concern or during or in contemplation of a winding up, with the consent of the holders of the issued shares of that class given in accordance with Article 31 3
- 31 3 - The consent of the holders of a class of shares may be given by
- (a) a special resolution passed at a separate general meeting of the holders of the issued shares of that class, or
 - (b) a written resolution in any form signed by or on behalf of the holders of three-quarters in nominal value of the issued shares of that class, but not otherwise
- To every such meeting, all the provisions of these Articles and CA 2006 relating to general meetings of the Company shall apply (with such amendments as may be necessary to give such provisions efficacy) but so that the necessary quorum shall be two holders of shares of the relevant class present in person or by proxy and holding or representing not less than one third in nominal value of the issued shares of the relevant class, that every holder of shares of the class shall be entitled on a poll to one vote for every such share held by him, and that any holder of shares of the class, present in person or by proxy or (being a corporation) by a duly authorised representative, may demand a poll. If at any adjourned meeting of such holders such a quorum as aforesaid is not present, not less than one person holding shares of the class who is present in person or by proxy shall be a quorum

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COMPANIES HOUSE

CALCULATION OF DIVIDENDS

The existing Clause 55 "Calculation of Dividends" be deleted and replaced with the following new Clause 55 -

55 *Calculation of Dividends*

- 55 1 - The company may by ordinary resolution declare dividends, and the directors may decide to pay interim dividends
- 55 2 - A dividend must not be declared unless the directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the directors
- 55 3 - If and so long as the share capital of the company is divided into different classes of shares, the directors may, subject to the provisions of the Companies Act 2006 pay interim dividends at variable rates on the different classes of shares, and the company on the recommendation of the directors, may declare dividends at variable rates on the different classes of shares
- 55 4 - The directors may pay at intervals any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment
- 55 5 - If the directors act in good faith, they do not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on shares with deferred or non-preferred rights