

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

Of

**Beacon Care Homes Limited
("Company")**

Company registration number: 07593104

(Adopted by a special resolution passed on 27th April 2022)

1. Introduction

- 1.1 The articles that have been used by the Company since incorporation as filed at Companies House on 6th April 2011 shall continue to apply to the Company, save insofar as they are varied or excluded by, or are inconsistent with, the following Articles.
- 1.2 In these Articles any reference to any statutory provision shall be deemed to include a reference to each and every statutory amendment, modification, re-enactment and extension thereof for the time being in force.
- 1.3 In these Articles article headings are used for convenience only and shall not affect the construction or interpretation of these Articles.

2. Defined terms

In these Articles the words and expressions set out below shall have the following meanings:

A Ordinary Shares means ordinary shares of nominal value £1.00 each in the capital of the Company bearing the rights set out in the Articles and an **A Ordinary Shareholder** means a holder of any of those shares. A Ordinary Shares shall have equal voting rights and rights to capital (including on a winding up), although whenever a dividend is declared by the Company, the Directors shall allocate the dividends between the A

Ordinary Shares and B Ordinary Shares in whatever proportion decided on each occasion;

B Ordinary Shares means ordinary shares of nominal value £1.00 each in the capital of the Company bearing the rights set out in the Articles and a **B Ordinary Shareholder** means a holder of any of those shares. B Ordinary Shares shall have equal voting rights and rights to capital (including on a winding up), although whenever a dividend is declared by the Company, the Directors shall allocate the dividends between the A Ordinary Shares and B Ordinary Shares in whatever proportion decided on each occasion;

CA 2006 means the Companies Act 2006;

Date of Adoption means the date of adoption of these Articles;

Directors means the directors of the Company from time to time, and **Director** means any one of them;

Shares means all the different classes of shares in the capital of the Company from time to time; and

Shareholders means all or any of those persons whose names are entered in the register of members of the Company, and **Shareholder** shall mean any one of them.

3. Rights attaching to shares

- 3.1 The share capital of the Company at the Date of Adoption shall comprise A Ordinary Shares and B Ordinary Shares. The A Ordinary Shares and B Ordinary Shares shall rank *pari passu* in all respects and shall constitute separate classes of shares, save as provided in these Articles.