

Private company limited by shares

Details of decision

of sole member

- of -

ABBEY HEALTHCARE (FARNWORTH) LIMITED

(the Company)

THURSDAY



We, the undersigned, being the sole member of the Company representing 100 per cent of the total voting rights of eligible members of the Company, hereby pursuant to Section 283 of the Companies Act 2006, agree that the following written resolution be passed as a special resolution being for all purposes as valid and effective as if passed by us as a special resolution at a general meeting of the Company:

SPECIAL RESOLUTIONS

1. THAT the articles of association of the Company be altered by inserting the following new articles:

"5.3.3 A person will be removed from the office of director by a majority of the other directors without prejudice to any claim for damages for breach of contract of service or otherwise between him and the Company

5.3.4 The Company may by ordinary resolution remove any director and appoint another director in his place, in each case, without the need for any special notice and without the need for such resolutions to be passed at a meeting

5.3.5 Any person who is willing to act as a director and is permitted by law to do so, may be appointed by:

a) an ordinary resolution (without the need for any special notice and without the need for such resolutions to be passed at a meeting); or

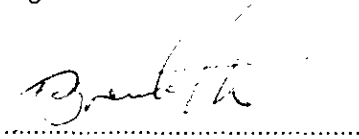
b) a decision of the directors".

2. THAT the articles of association of the Company be altered by:

(i) deleting in article 4.3.3 the words "under section 303 of the Act for the removal of a director before the expiration of his period of office and"; and

(ii) deleting in article 5.4 the words "in general meeting".

Signed



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Brendan Murphy for FG Management Limited - Director, for and on behalf of **Lansbury Limited**

Date: 15 APRIL 2019

ABBEY HEALTHCARE (FARNWORTH) LIMITED

(Company number 05156742)

(the Company)

Minutes of a meeting of directors of the above-named Company
held at Sutherland House, 70-78 West Hendon Broadway, London, NW9 7BT
on 15 April 2019 at 13.00

Present: Andy Taylor (as Chairman)

Mark Cloonan

P S Sodhi

In attendance:

THURSDAY

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25/04/2019

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COMPANIES HOUSE

1 Chairman and quorum

- 1.1 It was resolved that Andy Taylor be appointed as Chairman of the meeting, it being understood that the Chairman has no casting vote.
- 1.2 The Chairman reported that due notice of the meeting had been given to each director and that the requisite quorum was present. Accordingly the Chairman declared the meeting open.

2 Background to and purpose of the meeting

- 2.1 The Chairman reported that the purpose of the meeting was to review a copy of the written resolution to be circulated to the sole eligible member of the Company (**Shareholder**) to approve the adoption of new articles of association of the Company (**New Articles**) (the **Written Resolution**) together with a copy of the proposed New Articles.
- 2.2 The Chairman reminded the directors of their statutory duty to promote the success of the Company for the benefit of its members and their statutory duties generally.

3 Directors' interests

- 3.1 As required by section 177 of the Companies Act 2006 and the Company's articles of association, each director with a direct or indirect interest in the business to be transacted at the meeting declared the nature and extent of his interest. (This included any interest as an actual or proposed director or shareholder of any other company).
- 3.2 The Chairman confirmed that, despite those interests, all directors could be counted in the quorum and vote at the meeting under the Company's articles of association.

4 Business of the meeting

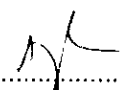
- 4.1 There was produced to the meeting a copy of the Written Resolution together with a copy of the New Articles.
- 4.2 After careful consideration of the Written Resolution, **IT WAS RESOLVED:**
- (a) that the matters in the Written Resolution would promote the success of the Company for the benefit of its members as a whole having regard (amongst other matters) to the factors set out in section 172(1) of the Companies Act 2006;
 - (b) to approve the Written Resolution in the form produced to the meeting; and
 - (c) to circulate the Written Resolution to the Shareholder.
- 4.3 The meeting adjourned pending consideration of the Written Resolution.
- 4.4 Upon resumption of the meeting, the Chairman reported that the Written Resolution had been approved and signed by the Shareholder, and that the New Articles had been adopted.

5 Filing

- 5.1 The Chairman instructed any director to:
- (a) make all necessary and appropriate entries in the books and registers of the Company; and
 - (b) arrange for a copy of the Written Resolution and the New Articles to be filed at Companies House.

6 Close

There being no further business, the Chairman declared the meeting closed.


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Chairman