

Company number: 878160

**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**  
**OF**

**VINDON SCIENTIFIC LIMITED (Company)**


Circulation date: 24 JULY 2013

In accordance with the provisions of Chapter 2 of Part 13 Companies Act 2006, the following resolution is passed as a special resolution of the Company

**SPECIAL RESOLUTION**

**THAT** 1 unregistered ordinary share of £1 subscribed by Elaine Scott-Brown and 1 unregistered ordinary share of £1 subscribed by Evelyn Dorothy Goodall when the Company was incorporated on 29 April 1966 (**Anomalous Shares**) had not been taken into account in 1967 when the Company was transferred to the ownership of Donald Smith, James Beddoes and Jack Roylance by City Formations Limited, as a new company, having no assets or liabilities, by the issue of 3,000 ordinary shares of £1 each in the capital of the Company and, therefore, that the issued share capital of the Company (taking into account the Anomalous Shares) be reduced from £3,002 divided into 3,000 registered ordinary shares of £1 each and 2 unregistered ordinary shares of £1 each, to £3,000 divided into 3,000 ordinary shares of £1 each and that such reduction be effected by cancelling and extinguishing the Anomalous Shares, on the date of this resolution

The undersigned, being the sole person eligible to vote on the above resolution on the circulation date hereby irrevocably agrees to that resolution

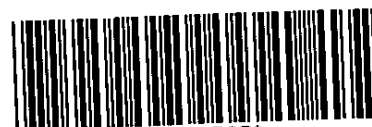
 [Elaine Scott-Brown]

For and on behalf of **Vindon Healthcare plc**

Date 24 July 2013

**NOTE:**

The resolution set out above will lapse if the required majority of eligible members have not signified their agreement to it by 21 August 2013. If you agree to the resolution please ensure that your agreement reaches us before that date



Company number: 878160

**VINDON SCIENTIFIC LIMITED (Company)**

Minutes of a meeting of the board of directors of the Company duly convened and held at  
VINDON HEALTHCARE plc premises, JOHN BORD DUNLOP DRIVE on 24 July  
2013 KINGSWAY BUSINESS PARK  
ROCHDALE OL16 4NG

**PRESENT:** THOMAS PATRICK JACKSON (Chairman)

IAN GORDON

JONATHAN GUILYS SCAPES

KEITH PARKES (BY PHONE LINK)

**INTRODUCTION AND PURPOSE**

- 1 There being a quorum present and the meeting having been duly convened, the meeting was declared open
- 2 **IT WAS RESOLVED** that Thomas Patrick Jackson, having consented to act, be and is hereby appointed as the Chairman of the meeting
- 3 It was noted that the purpose of the meeting was to consider and, if thought fit, approve a proposal for the reduction of the Company's share capital

**DECLARATIONS OF INTEREST**

- 4 Pursuant to sections 177 and 182 Companies Act 2006 (Act), and in accordance with the articles of association of the Company, each of the directors present declared the nature and extent of all such interests in the business proposed to be transacted at the meeting as are required to be declared by those sections and/or such articles
- 5 It was noted that, such interests having been declared, the directors present were entitled to vote on the business to be transacted at the meeting and to be counted in reckoning whether a quorum was present

**REDUCTION OF CAPITAL PROPOSAL**

- 6 By way of background, the Chairman summarised to the meeting what he understood to be the share capital history of the Company
  - 6 1 the Company was incorporated on 29 April 1966 with 2 subscriber shareholders, Elaine Scott-Brown and Evelyn Dorothy Goodall, each holding 1 ordinary share of £1 in the capital of the Company (together the **Subscribers' Shares**),
  - 6 2 a total of 3,000 ordinary shares of £1 each in the capital of the Company (**Shares**) were issued on 27 July 1967 in equal proportions to each of Donald Smith, James Beddoes and Jack Roylance (**Previous Shareholders**),
  - 6 3 on 27 April 1970, James Beddoes ceased to be a shareholder and transferred 500 Shares to each of Donald Smith and Jack Roylance respectively,
  - 6 4 in 1982, Donald Smith ceased to be a shareholder and transferred his 1,500 Shares to Alan Roylance (**AR**), in two tranches,

- 6 5 on 20 March 2002, AR purchased 1,500 Shares from Jack Roylance (his father) and became the sole shareholder of the Company, and
- 6 6 on 28 February 2005, Didsbury Progress plc acquired from AR his entire shareholding in the Company, being 3,000 Shares
- 7 The Chairman noted that although the Subscribers' Shares should have been transferred to one or more of the Previous Shareholders at the time the 3,000 Shares were issued on 27 July 1967, this had unfortunately not happened. It was reported that Patrick Jackson had contacted AR, who had confirmed by email that this was an administrative error and the Subscribers' Shares should have been transferred to the Previous Shareholders, at the same time as Elaine Scott-Brown and Evelyn Dorothy Goodall resigned as directors of the Company on or around 27 July 1967
- 8 Therefore, all references to the Company having an issued share capital of £3,000 divided into 3,000 Shares in filings made at Companies House since incorporation were incorrect, as they did not take into account the Subscribers' Shares
- 9 The Chairman confirmed that so far as the directors were aware, neither the Subscribers' Shares nor details of their holders have ever been recorded in the register of members of the Company and no share certificates were ever issued by the Company in respect of the Subscribers' Shares
- 10 It was therefore proposed to reduce the issued share capital of the Company from £3,002 divided into 3,002 Shares to £3,000 divided into 3,000 Shares and that such reduction be effected by cancelling and extinguishing the Subscribers' Shares
- 11 It was noted that under section 641(1)(a) of the Act, the proposed reduction of the Company's share capital could be effected by means of a special resolution of the Company supported by a solvency statement of the directors

#### **DRAFT SOLVENCY STATEMENT**

- 12 There was produced to the meeting a draft solvency statement of the directors (**Solvency Statement**). It was noted that in the Solvency Statement each of the directors was required to make the following statements
- 12 1 that as regards the Company's situation at the date of the statement, there is no ground on which the Company could then be found to be unable to pay (or otherwise discharge) its debts, and
- 12 2 that, based on the information and knowledge available at the date of the statement, the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of the statement
- 13 It was noted that, in forming the opinions set out in the Solvency Statement, the directors must take into account all of the Company's liabilities (including any contingent or prospective liabilities)
- 14 It was also noted that if the directors make the Solvency Statement without having reasonable grounds for the opinions expressed in it, and the Solvency Statement is delivered to the Registrar of Companies, every director in default will be guilty of a criminal offence and liable to a fine or imprisonment (or both)

## FINANCIAL INFORMATION

- 15 There was produced to the meeting
- 15 1 a copy of the Company's accounts for the year ended 31 December 2012 (**Accounts**), and
- 15 2 a balance sheet of the Company as at 31 December 2012 (**Balance Sheet**)
- 16 It was noted that, in forming the opinions contained in the Solvency Statement the directors would have to take into account the same liabilities (including contingent and prospective liabilities) as would be relevant under the provisions of sections 122 and 123 of the Insolvency Act 1986 in determining whether the Company is able to pay its debts. These included circumstances where it is proved to the satisfaction of the Court that the value of the Company's assets is less than the amount of its liabilities, after taking into account its contingent and prospective liabilities.
- 17 The directors carefully considered the Accounts and the Balance Sheet. The directors also considered the financial position of the Company since the date of the Balance Sheet and it was agreed that there had not been any material change or other material issue affecting the financial position or solvency of the Company since the date of the Balance Sheet.

## APPROVAL OF SOLVENCY STATEMENT

- 18 After full and careful consideration of the Accounts and the Balance Sheet, and based on the information and knowledge available at the date of this meeting and the directors' personal knowledge of the financial projections for the Company for the next 12 months, the directors concluded that
- 18 1 the Company is not unable to pay (or otherwise discharge) its debts within the meaning of section 123 Insolvency Act 1986, and
- 18 2 the Company will be able to pay (or otherwise discharge) its debts as they fall due in the next 12 months.
- 19 Accordingly, **IT WAS UNANIMOUSLY RESOLVED** that
- 19 1 the proposed reduction of the Company's share capital above would, in the good faith opinion of the directors, be most likely to promote the success of the Company for the benefit of its members as a whole and, accordingly, such capital reduction be and is hereby approved, and
- 19 2 the Solvency Statement be and is hereby approved.
- 20 The meeting then adjourned to enable the directors to sign the Solvency Statement.
- 21 Upon resumption of the meeting it was noted that the Solvency Statement had been duly signed by each of the directors of the Company and had been dated with the date of this meeting.

## WRITTEN RESOLUTION

- 22 It was noted that a special resolution of the members of the Company would be required to effect the proposed reduction of the Company's share capital. Accordingly, there was produced to the meeting a proposed written resolution of the Company (**Written Resolution**) containing a resolution to reduce the issued share capital of the Company from £3,002 divided into 3,002 ordinary shares of £1 each to £3,000 divided into 3,000 ordinary shares of £1 each and that such reduction be effected by cancelling and extinguishing 1 ordinary share of £1 registered in the name of Elaine Scott-Brown and 1 ordinary share of £1 registered in the name of Evelyn Dorothy Goodall
- 23 **IT WAS RESOLVED** that the Written Resolution be approved and that the secretary of the Company to arrange for the Written Resolution to be sent forthwith to the sole member of the Company together with a copy of the Solvency Statement
- 24 The meeting was then adjourned
- 25 Upon resumption of the meeting it was noted that the Company had received an authenticated document from the sole member of the Company signifying its agreement the Written Resolution and, accordingly, the resolution set out in the Written Resolution had been duly passed

## MEMORANDUM OF CAPITAL AND STATEMENT OF COMPLIANCE

- 26 There was produced to the meeting
- 26 1 a form SH19 containing the statement of capital required by section 644(2) of the Act, setting out details of the Company's share capital as reduced by the resolution contained in the Written Resolution, and
- 26 2 a statement of compliance (**Statement of Compliance**) confirming that
- 26 2 1 the Solvency Statement was made not more than 15 days before the date on which the resolution for the reduction of the Company's capital contained in the Written Resolution had been passed, and
- 26 2 2 a copy of the Solvency Statement had been sent or submitted to every eligible member at or before the time at which the proposed resolution for the reduction of the Company's capital contained in the Written Resolution was sent or submitted to him
- 27 After careful consideration of the Memorandum of Capital and the Statement of Compliance **IT WAS RESOLVED** that
- 27 1 each of the form SH19 and the Statement of Compliance be and is hereby approved,
- 27 2 any director of the Company be and is hereby authorised to sign the form SH19 for and on behalf of the Company, and
- 27 3 each director of the Company be and is hereby authorised to sign the Statement of Compliance

## **FILINGS AND STATUTORY BOOKS**

- 28 The secretary was instructed to arrange for the following documents to be filed with the Registrar of Companies within 15 days
- 28 1 the Written Resolution,
  - 28 2 a copy of the Solvency Statement,
  - 28 3 the form SH19, and
  - 28 4 the Statement of Compliance
- 29 It was noted that the reduction of the Company's share capital would take effect upon the documents referred to in paragraph 28 being registered
- 30 The secretary was further instructed to make all such entries in the statutory books of the Company upon the reduction of the Company's share capital taking effect as are required to reflect or give effect to the business transacted at the meeting

## **CLOSURE**

- 31 There being no further business, the Chairman declared the meeting closed

Chairman 