

The Companies Act 1985

A PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

BUPA CARE HOMES (CFG) PLC



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1. The name of the Company is "BUPA Care Homes (CFG) Plc"¹.
 2. The Company is to be a public company.
 3. The registered office of the Company will be situated in England and Wales.
 4. The objects for which the Company is established are:-
 - (A) (1) To carry on the business of owners, proprietors, managers and operators of nursing homes of every and any description, and to provide all types of facilities and services and other conveniences as may be required by persons having dealings with the Company; to provide such staff and personnel, equipment and apparatus as the Company shall deem fit; to carry on the business of the developers of property and estates of every and any description, and to carry on the business of builders, contractors and decorators, glaziers, joiners, plasterers, painters, plumbers, polishers, engineers, electrical contractors and general engineering contractors of every and any description; to carry on any other trade or business, which can in the opinion of the Company, be conveniently or advantageously carried on in connection with or ancillary to all or any of the above businesses or is calculated, directly or indirectly, to enhance the value of the Company's business, property, rights or assets; and to carry on the aforesaid businesses either together as a single business or as separate and distinct businesses in any part of the world.

¹ The Company was incorporated on 6th December 1985 under the name Londess Management plc; by a Certificate of Incorporation Change of Name dated 20th January 1986 the Company changed its name to Takare plc; by a further Certificate of Incorporation on Change of Name dated 2nd October 1996 the Company changed its name to TC Group plc; by a further Certificate of Incorporation on Change of Name dated 29th April 1997, the Company changed its name to Care First Group plc; by further Certificate of Incorporation on Change of Name dated 15th September 2004, the Company changed its name to BUPA Care Homes (CFG) Plc.

- (A) (2) To carry on the business of the holding company in all its branches, and to acquire by purchase, lease, concession, grant, licence or otherwise such businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debentures, debenture stock, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property, and rights and interests in property as the Company shall deem fit and generally to hold, manage, develop, lease, sell or dispose of the same; and to vary any of the investments of the Company, to act as trustees of any deeds constituting or securing any debentures, debenture stock or other securities or obligations; to enter into, assist or participate in financial, commercial, mercantile, industrial and other transactions, undertaking and businesses of every description, and to establish, carry on, develop and extend the same or sell, dispose of or otherwise turn the same to account, and to co-ordinate the policy and administration of any companies of which this Company is a member or which are in any manner controlled by or connected with the Company, and to carry on all or any of the businesses of capitalists, trustees, financiers, financial agents, company promoters, bill discounters, insurance brokers, and agents, mortgage brokers, rent and debt collectors, stock and share brokers and dealers and commission and general agents, merchants and traders; and to manufacture, buy, sell, maintain, repair and deal in plant, machinery, tools, articles and things of all kinds capable of being used for the purposes of the above-mentioned businesses or any of them, or likely to be required by customers of or persons having dealings with the Company.²
- (B) To acquire and hold by way of investment either in the name of the Company, or in that of any nominee, all or any part of the shares, stocks, debentures, debenture stock or other interests of or in any company wherever incorporated or carry on business, and to vary all or any of such investments from time to time as may be considered expedient.
- (C) To acquire any such shares, stocks, debentures, debenture stocks or other interests by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit.
- (D) To exercise and enjoy all rights, powers and privileges and fulfil the obligations conferred or imposed by or incident to the ownership of any such shares, stocks, debentures, debenture stocks or other interests.
- (E) To provide managerial, executive, administrative, financial, supervisory and consultancy services and undertake any duties either for or in relation to or on behalf of any company in which the Company is interested, or generally and in each case, either without remuneration or on such terms as to remunerate as may be agreed, and generally upon such terms as may be thought fit.

² Clause 4(A)(2) was added by Special Resolution passed 24th April 1989.

- (F) *Either directly or indirectly (including, but without prejudice to generality of the foregoing, through the medium of any one or more subsidiary or associated companies) to enter into, carry on, assist or participate in financial, commercial, mercantile, industrial and other transactions, undertakings, activities and businesses of every description and generally to do all such things whatsoever as, in the opinion of the Directors of the Company, may be advantageously carried on by the Company or are calculated directly or indirectly to enhance the value of, or render profitable, any of the Company's property or rights.*
- (G) *To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.*
- (H) *To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.*
- (I) *To erect, construct, lay down, maintain, enlarge, alter, pull down, remove or replace all such buildings or other works or plant and machinery as may be necessary or convenient for the Company's business, and to contribute to or subsidise the doing of any such things.*
- (J) *To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present or future) and uncalled capital of the Company, or by both such methods, the performance of the obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on, any securities of any person firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company (as defined by Section 736 of the Companies Act 1985) or a subsidiary (as defined by the said Section) of the Company or another subsidiary of the Company's holding company or otherwise associated with the Company in business.*
- (K) *To borrow or raise or secure the payment of money for the purpose of or in connection with the Company's business.*

- (L) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company and to issue at par or at a premium or discount, and for such consideration and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, or any other securities which the Company has power to issue by way of mortgage and also by way of security for the performance of any contracts or obligations of the Company or other persons or corporations having dealings with the Company or in whose business or undertakings the Company is interested, whether directly or indirectly and collaterally or further to secure any such securities of the Company by a trust deed or other assurance.
- (M) To lend, invest and deal with the moneys of the Company upon such securities and in such manner as may from time to time be determined and to advance money or give credit to such persons and on such terms as may seem expedient.
- (N) To receive money on deposit or loan upon such terms as the Company may approve and to give whether gratuitously or otherwise guarantees or indemnities and whether in respect of its own obligations or those of some other person or company.
- (O) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or of any company which is for the time being the Company's holding company or a subsidiary of the Company or another subsidiary of that holding company (each such expression being defined as aforesaid) or the dependants or connections of any such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions, insurances or other benefits for any such persons as aforesaid, their dependants or connections and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors of the Company, be calculated directly or indirectly to benefit the Company or its officers or employees or the officers or employees of any such holding company or subsidiary as aforesaid and to institute and maintain any club or other establishment or profit-sharing or incentive scheme calculated to advance the interests of the Company or its officers or employees of the officers and employees of any such holding company or subsidiary as aforesaid.
- (P) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

- (Q) To pay for any property or rights acquired by the Company either in cash or full or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (R) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (S) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist any such company.
- (T) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire and hold or dispose of shares, stock or securities of and to guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (U) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of this Company.
- (V) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital may be made except with the sanction (if any) for the time being required by law.
- (W) To pay all or any of the incorporation and other preliminary expenses of the Company.

(X) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, nominees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(Y) To do all such other things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that the word "company" in this Clause except where used in reference to this Company, shall be deemed to include any partnership, Government or any statutory, municipal or public body, any body corporate, association, syndicate or other body or persons, whether incorporated or unincorporated, and whether domiciled in the United Kingdom or elsewhere, and that the objects specified in each of the paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the order in which the same occur or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

5. The liability of the members is limited.

6. The share capital of the Company is £50,000 divided into 50,000 shares of £1 each.³ The Company has power to increase the share capital and to divide the shares (whether original or increased) into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise.

WE, the several persons whose names, address and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set out opposite our respective names.

³ The Company was incorporated with an authorised share capital of £50,000 divided into 50,000 Ordinary Shares of £1 each. By an ordinary resolution passed on 10th February 1986 the authorised share capital was increased by £3,000,000 divided into 2,999,900 Ordinary Shares of £1 each and 100 "A" Ordinary Shares of £1 each. By Special Resolution passed on 30th December 1987 the authorised share capital was increased to £11,000,000 by the creation of a further 8,000,000 Ordinary Shares of £1 each. On the same date by special resolution each "A" Ordinary Share of £1 was converted into and redesignated as an Ordinary Share of £1. By a Special Resolution passed on 24th April 1989 the authorised share capital was increased to £35,500,000 by the creation of a further 4,500,000 Ordinary Shares of £1 each, and 20,000,000 Preference Shares of £1 each. By a Special Resolution passed on 16th July 1990 the authorised share capital of the Company was increased to £41,500,000 by the creation of a further 6,000,000 Ordinary Shares of £1 each. By an Ordinary Resolution of 16th July 1990 it was resolved that from 24th July 1990 each of the Ordinary Shares of £1 each in the capital of the Company be subdivided into four Ordinary Shares of twenty five pence each. By a Special Resolution passed on 21st October 1991 the authorised share capital of the Company was increased to £50,250,000 by the creation of a further 35,000,000 Ordinary Shares of 25p each. By a Special Resolution passed on 22nd October 1993 the authorised share capital of the Company was increased to £62,500,000 by the creation of a further 49,000,000 Ordinary Shares of 25p each. By an Ordinary Resolution passed on 2nd October 1996 the authorised share capital of the Company was increased to £75,000,000 by the creation of a further 50,000,000 Ordinary Shares of 25p each. By a Special Resolution passed on 9th February 2006, all of the 20,000,000 Preference Shares of £1 each in the capital of the Company, none of which had been issued, were cancelled.