

THE COMPANIES ACT 2006

WRITTEN RESOLUTIONS  
BURNFOOT HOMES LIMITED

Registered in England under company number 02296098

(Company)

Circulated on 5<sup>th</sup> September 2016 (Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**2006 Act**), the directors of the Company propose that the following resolutions are passed as ordinary resolutions (**Resolutions**) as follows

**ORDINARY RESOLUTIONS**

**1. AUTHORISING POTENTIAL CONFLICT OF INTEREST**

That in accordance with paragraph 47(3)(b) of Part 3 of Schedule 4 to the Companies Act 2006 (Commencement No 5, Transitional Provisions and Savings) Order 2007, (SI 2007/3495) the directors of the Company (**Directors**) are hereby given authority to authorise matters giving rise to an actual or potential conflict for the purposes of section 175 of the 2006 Act, namely that the Directors (being Michael Best, David Mead and Aileen Gardner)

- (a) are authorised by the sole shareholder to approve the entry into by the Company of transactions or arrangements (**Transactions**) whereby
  - (i) the Company shall pursuant to sections 641-644 of the Companies Act 2006 undertake a reduction of capital exercise by way of the statutory solvency statement regime, reducing the share capital of the Company from £783,227 to £4 and creating a reserve of £783,219,
  - (ii) waive to the extent of £783,219, the inter-company balance owed by Mead Medical Services Limited to the Company such that the inter-company balance owed is reduced to £4 00,
- (b) are authorised by the shareholder to execute
  - (i) a waiver of loan agreement between the Company and Mead Medical Services Limited,
  - (ii) a Form SH19 confirming the reduction of capital,
  - (iii) and any ancillary paperwork required in terms which the Directors see fit, to give effect to the Transactions,

notwithstanding that it may appear that the Directors (or some of them) may have direct or indirect interest that conflicts or may possibly conflict with the interests of the Company, namely that each Director is also a director of Mead Medical Services

FRIDAY



A08 09/09/2016 #243  
COMPANIES HOUSE

Limited and Mead Medical Holdings Limited (Mead Medical Holdings Limited being the parent company of the Company and Mead Medical Services Limited),

- (c) be and they are unconditionally authorised to regard the foregoing arrangements as being within the scope of section 175(4)(a) of the 2006 Act, the shareholder being fully aware of the facts and circumstances of the Transactions and the relationships of the Directors thereto

## AGREEMENT

PLEASE READ THE NOTES AT THE END OF THIS DOCUMENT BEFORE SIGNIFYING YOUR AGREEMENT TO THE RESOLUTIONS

The undersigned, the person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions

5th September 2016 date

  
\_\_\_\_\_  
Director,  
for and on behalf of Mead Medical Holdings Limited

## NOTES

- 1 These Resolutions have been sent to eligible members, of which you are one, who would have been entitled to vote on the Resolutions on this date. Only such eligible members (or persons duly authorised on their behalf) should sign these Resolutions.
- 2 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
  - a **By Hand** delivering the signed copy to the Company at its Registered Office
  - b **Post** returning the signed copy by post to the Company at its Registered Office
- 3 If you do not agree to the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 4 Once you have indicated your agreement to the Resolutions, **you may not revoke your agreement**.
- 5 Unless, by the date which is 28 days after the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
- 6 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 7 If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.