

CIRCULATED: 31/7 2012

TUESDAY



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14/08/2012

#326

COMPANIES HOUSE

CRN: 03020162

WELLWAY PHARMACY LIMITED

("the Company")

PURSUANT to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as an ordinary resolution and special resolutions of the Company

SPECIAL RESOLUTION

1. WAIVER OF PRE-EMPTION RIGHTS ON TRANSFER

THAT the pre-emption rights as set out in the Articles of Association of the Company shall not apply in respect of the following transfer of shares, which shares shall be transferred to the transferee set out below

Transferor	Transferee	Number And Class Of Shares
Alistair Blair	Sharon Williams	3 Ordinary Shares of £1 00 each
Stephen Hinchliffe	Sharon Williams	3 Ordinary Shares of £1 00 each
Christopher Marr	Sharon Williams	3 Ordinary Shares of £1 00 each

ORDINARY RESOLUTION

2. AUTHORITY TO ALLOT

THAT the Directors of the Company be given the powers to allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company under Section 550 of the Companies Act 2006

SPECIAL RESOLUTIONS

3. WAIVER OF PRE-EMPTION RIGHTS ON ALLOTMENT

THAT the pre-emption rights as set out in the Articles of Association of the Company or the Companies Act 2006 shall not apply in respect of the allotment of the following shares which shares shall be allotted to the Applicants set out below

Applicant	Number And Class Of Shares
Sharon Williams	40 Ordinary Shares of £1 00 each
Alistair Blair	40 Ordinary Shares of £1 00 each
Stephen Hinchliffe	40 Ordinary Shares of £1 00 each

Christopher Marr	40 Ordinary Shares of £1 00 each
Zoe Crichton	12 Ordinary Shares of £1 00 each
Jacinta Manship	14 Ordinary Shares of £1 00 each
Suzanne Renner	14 Ordinary Shares of £1 00 each

which allotment be and is hereby approved

4. WAIVER OF PRE-EMPTION RIGHTS ON TRANSFER

THAT the pre-emption rights as set out in the Articles of Association of the Company shall not apply in respect of the following transfer of shares, which shares shall be transferred to the transferee set out below


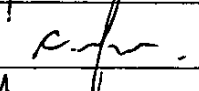
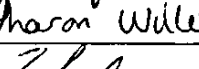

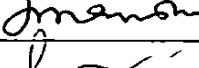


Transferor	Number and class of shares	Transferee
Christopher Marr	6 ordinary shares of £1 00 each	Jacinta Manship
Christopher Marr	6 ordinary shares of £1 00 each	Suzanne Renner
Christopher Marr	8 ordinary shares of £1 00 each	Zoe Crichton
Stephen Hinchliffe	6 ordinary shares of £1 00 each	Jacinta Manship
Stephen Hinchliffe	7 ordinary shares of £1 00 each	Suzanne Renner
Stephen Hinchliffe	7 ordinary shares of £1 00 each	Zoe Crichton
Alistair Blair	7 ordinary shares of £1 00 each	Jacinta Manship
Alistair Blair	6 ordinary shares of £1 00 each	Suzanne Renner
Alistair Blair	7 ordinary shares of £1 00 each	Zoe Crichton

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolutions set out above

The undersigned, each being a person entitled to attend and vote on the Resolutions set out above, hereby irrevocably agree to the Resolutions

NAME	SIGNATURE	DATE
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Alistair Blair		31/7/12
Stephen Hinchliffe		31/7/12
Christopher Marr		31/7/12
Sharon Williams		31/7/12
Zoe Crichton		31/7/12
Jacinta Manship		31/7/12
Suzanne Renner		31/7/12

NOTES

- 1 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
 - 1 1 by hand, delivering the signed copy to the Company Secretary at The Surgery, Wellway, Morpeth, Northumberland, NE61 1BJ,
 - 1 2 by post, returning the signed copy by post to the Company Secretary at The Surgery, Wellway, Morpeth, Northumberland, NE61 1BJ

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
- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 3 Unless, within 28 days of circulation of this Written Resolution, 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 the Company before or during this date
- 4 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
- 5 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