

# WESTMINSTER HOMECARE LIMITED

Company No:  
3353584

Passed:  
1 June 2003

The Companies Acts 1985 and 1989

At an Extraordinary General Meeting of the above-named Company duly convened and held at No. 3 Castle Mews, Castle Road, North Finchley, London, N12 9EH on Sunday 1 June 2003 at 2.00pm the following first and second Resolutions were duly passed as Ordinary Resolutions and the following third Resolution was duly passed as a Special Resolution.

## Ordinary Resolutions

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1. *"That the capital of the Company be increased from £250,000 to £2,000,000 by the creation of 833,334 Ordinary-A shares of £1.00 each, 416,666 Ordinary-B shares of £1.00 each and 500,000 8% Cumulative Redeemable Preference shares of £1.00 each. The Ordinary-A shares and Ordinary-B shares rank pari passu with the existing Ordinary-A shares and Ordinary-B shares in the capital of the Company and the 8% Cumulative Redeemable Preference shares have the rights and restrictions as set out in the amended Articles of Association of the Company."*
2. *"That the directors be and they are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. Provided that the authority hereby given shall expire 5 years after the passing of this resolution unless previously renewed or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority."*



Special Resolution

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3. *"That the Memorandum of Association be amended accordingly and the Articles of Association of the Company be amended by inserting therein the attached new Article 2(a) as Article 2(a) which, for the purpose of identification, has been initialled by the Chairman."*

  
.....  
Chairman

.....1/6/03.....  
Date

## **ARTICLE 2(a)**

The Share Capital of the Company is £2,000,000 divided into £1,000,000 Ordinary-A Shares of £1.00 each, 500,000 Ordinary-B shares of £1.00 each and 500,000 8% Cumulative Redeemable Preference shares of £1.00 each, having the following rights and privileges:-

### **VOTING**

The 8% Cumulative Redeemable Preference shares shall not entitle their holders to receive notice of or to attend and vote at General Meetings of the Company.

### **DIVIDENDS**

The Ordinary-A shareholders and Ordinary-B shareholders shall be entitled to a dividend at the discretion of the Directors of the Company.

The 8% Cumulative Redeemable Preference shareholders shall be entitled to receive an annual dividend on a cumulative basis, this dividend to commence after the Revenue Reserve exceeds £500,000.00.

### **WINDING UP**

In the event of winding up or liquidation, the Ordinary-A shares and Ordinary-B shares shall be repayable at par and their holders shall be entitled to participate in the distribution of any remaining capital.

In the event of winding up or liquidation, the 8% Cumulative Redeemable Preference shares shall be repayable at par and their holders shall not be entitled to participate in any dividends, nor in the distribution of any remaining capital.

### **REDEMPTION**

The 8% Cumulative Redeemable Preference Shares shall be redeemable at the discretion of the Directors, no later than five years after 1<sup>st</sup> June 2003.