

Company Number: 03691164

WRITTEN RESOLUTION

AMICUS GROUP LIMITED ("The Company")

Circulation Date: 5 March 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 and the Company's Articles of Association, the following special resolutions of the Company were approved by the requisite majority of Shareholders as a written resolution on 6 March 2020 (the **Special Resolutions**).

Special Resolutions

That

- a. pursuant to section 115 of the Co-operative and Community Benefit Societies Act 2014 (the **Act**) the Company be converted from a company limited by guarantee registered under the Companies Act 2006 to a community benefit society (**CBS**) registered under the Act (the **Conversion**);
- b. from the date on which the Conversion takes effect, the members of the CBS shall be as stated in the Rules of the CBS (as defined in sub-Resolution (c) below), each of whom shall be entered on the share register of the CBS with one share of £1 each;
- c. the rules of the CBS (the **Rules**) shall be those annexed to this resolution;
- d. the following members of the Company:

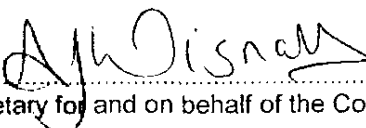
Mrs Michelle Dovey

Mr Andrew Graham Wiseman

Mr William Howard Cresswell

together with the Secretary of the Company, are hereby appointed and authorised to sign the Rules and to accept any alterations to the Rules required by the Regulator of Social Housing or Financial Conduct Authority in connection with the Conversion without further consulting the Company.

Signed:


Secretary for and on behalf of the Company

Date:

09/03/20

TUESDAY



R920CMPT

RC2

31/03/2020

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COMPANIES HOUSE