

Company number: 04226452

Independent Community Living (Holdings) Limited (the "Company")



SCT *S7JTKBK1* 30/11/2018 #9
COMPANIES HOUSE

COPY WRITTEN RESOLUTIONS PASSED ON 20 NOVEMBER 2018

In accordance with the written resolution procedure in Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions were duly passed on 20 November 2018 as special resolutions as indicated below.

SPECIAL RESOLUTION

1 THAT:

- 1.1 The Company's share capital be reduced from £150,000, comprising 150,000 ordinary shares of £1 each, to £1, comprising one ordinary share of £1, by cancelling and extinguishing for no consideration those 149,999 ordinary shares of £1 each in the capital of the Company and which are registered in the name of Craegmoor Hospitals (Holdings) Limited (the "**Capital Reduction**").

SPECIAL RESOLUTION

- 2 THAT**, notwithstanding any provisions contained in the Company's articles of association, which may prohibit, limit or restrict the Capital Reduction:

- 2.1 The Capital Reduction be and is hereby approved in all respects,
- 2.2 The Company and each of its directors be and is hereby authorised to effect the Capital Reduction without need for further recourse to the shareholders,
- 2.3 Without prejudice to the foregoing, any right or entitlement of any shareholder, or class of the shareholders, to receive any distribution or other return on, inter alia, any capital reduction or return of capital as set out in the Articles or otherwise is hereby waived or otherwise released in connection with the Capital Reduction.

SPECIAL RESOLUTION

3 THAT:


- 3.1 It be resolved that the reserve arising from the Capital Reduction shall be, for the purposes of part 23 of the Act, a realised profit of the Company and shall be accounted for as such in the Company's accounts and records.

I, Trevor Michael Torrington, Director of Craegmoor Hospitals (Holdings) Limited, being the sole member of the Company who at the Circulation Date of this Resolution is entitled to vote on the Resolution, RESOLVE, in accordance with Chapter 2, Part 13 of the Companies Act 2006, to pass the Resolutions:

Signed: 

Dated: 20 NOVEMBER 2018

Certified true copy


For and on behalf of
Anderson Strathern LLP
1 Rutland Court
Edinburgh
EH3 8EY