Cambian Group Limited

Cambian

21 June 2019

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF14 3UX

Dear Sirs,

Written Notice Regarding Exemption from Audit of a Subsidiary Company

As the ultimate sole shareholder of the named company below, we being Cambian Group Limited (08929371) hereby confirm that we agree to the subsidiary's exemption from audit of its financial statements for the year ended 30 September 2018 under Section 479a of the Companies Act 2006 and we guarantee all the outstanding liabilities of the subsidiary as at the aforementioned date.

Subsidiary: Cambian Childcare Properties Limited (05274924)

Yours Faithfully,

.....

For and on behalf of Cambian Group Limited

TUESDAY
A88D47K9
A11 25/06/2019 #226
COMPANIES HOUSE

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Cambian Childcare Properties Limited (the Company)

Company No.: 05274924

Minutes of a meeting of the Board of Directors of the Company held at 4th Floor, Waterfront Manbre Wharf, Manbre Road, Hammersmith, London W6 9RH on 21 June 2019 at 2pm

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Present: Chris Dickinson (Chairman)
John Ivers

In attendance: Mark Murray

TUESDAY
COMPANIES HOUSE

1 **Notice and quorum**

Chris Dickinson was appointed Chairman of the meeting. The Chairman reported that the meeting had been duly convened, notice of the meeting had been given to each director and a quorum was present in accordance with the Company's Articles of Association and declared the meeting open.

2 **Purpose of the meeting**

The Chairman reported that the purpose of the meeting was to consider, and if thought fit, approve the Company taking an audit exemption for the financial year ending 30 September 2018 pursuant to section 479A of the Companies Act 2006 (Proposed Exemption) and to tend to certain formalities in connection with the Proposed Exemption.

3 **Disclosure of directors' interests**

In accordance with section 177 of the Companies Act 2006 each director declared the nature and extent of his interests. **It was noted** that notwithstanding any such interests, each director was entitled to vote at, and be counted in the quorum of the meeting.

4 **Documents**

4.1 There was produced to the meeting:

4.1.1 a completed Companies House Form AA06 (Statement of guarantee by a parent undertaking of a subsidiary company), duly executed by a director on behalf of the Company and by a director on behalf of Cambian Group Limited (Parent), under which the Parent provides a statement of guarantee of all outstanding liabilities of the Company for the financial year ending 30 September 2018 in accordance with section 479C of the Companies Act 2006 (Statement of Guarantee); and

4.1.2 a signed form of agreement of the sole member of the Company agreeing to the Company taking the Proposed Exemption (Member's Agreement).

4.2 The meeting considered the Statement of Guarantee and it was noted that it satisfied the requirements of section 479C(2) of the Companies Act 2006.

4.3 After due and careful consideration **it was resolved that**:

4.3.1 adopting the Proposed Exemption would promote the success of the Company for the benefit of its members as a whole;

4.3.2 the terms of the Statement of Guarantee be and are hereby approved and ratified; and

4.3.3 the execution of the Statement of Guarantee by Chris Dickinson, on behalf of the Company, is approved and ratified.

5 **Returns**

The Chairman instructed the directors to deliver to the Registrar of Companies on or before the date on which the Company files the accounts for the financial year ending 30 September 2018:

5.1.1 a copy of the Member's Agreement;

5.1.2 the Statement of Guarantee;

5.1.3 a copy of the consolidated accounts of the Parent in which the Company is included;

5.1.4 a copy of the auditor's report on the consolidated accounts referred to in 5.1.3 above; and

5.1.5 a copy of the consolidated annual report drawn up by the Parent.

6 **Close of meeting**

There being no further business, the chairman declared the meeting closed.

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Chairman