

BOARD MEETING TO APPROVE THE ANNUAL STATUTORY ACCOUNTS

Minutes of a meeting of the board of directors of the Company held by telephone on 10th December at 1.30p.m. (the **Meeting**)

Present: Samantha Jones
Nicholas Harding

In Attendance:

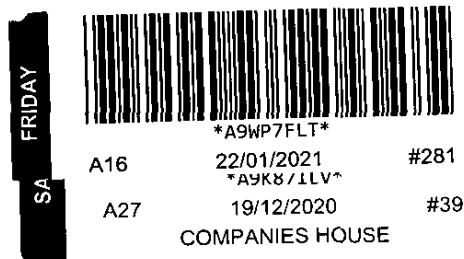
Companies considered in this meeting of the board (the Companies):	Chilvers & McCrea Limited	04149500
	Operose Health Corporate Management Limited	07666277
	Operose Health (Group) Limited	05685937
	Operose Health (Group) UK Limited	<u>05555460</u>
	Operose Health Limited	10014577
	Phoenix Primary Care (South) Limited	07470273
	Phoenix Primary Care Limited	06280242
	The Practice Properties Limited	05483424
	The Practice Surgeries Limited	06545745
	The Practice U Surgeries Limited	05770108

1. NOTICE AND QUORUM

- 1.1 Samantha Jones was appointed chairman of the meeting (the **Chairman**). The Chairman declared the Meeting had been duly convened and that a quorum was present and that the Meeting was opened.
- 1.2 It was noted that all directors of the Company have been given adequate notice of the Meeting.

2. DECLARATION OF INTERESTS

- 2.1 It was noted that, among his other duties, a director is required by statute to act in the way he considers, in good faith, would be most likely to promote the success of the Company for the benefit of the members as a whole, having regard, among other things, to the matters listed in section 172(1) of the Companies Act 2006 (the **Act**).



2.2 Each director present either confirmed that they had no direct or indirect interest in any way in the matters to be considered at the meeting or disclosed the interests which they were required by section 177 of the 2006 Act and the Company's articles of association to disclose, and such declarations were taken as sufficient for the purposes of the Company's articles of association, section 177 of the 2006 Act and otherwise.

2.3 The directors were reminded of their obligation to make a further declaration in the event that any existing declaration made by them proves to be or becomes inaccurate.

3. PURPOSE OF THE MEETING

3.1 The Chairman reported that the purpose of the Meeting was to:

- a) Receive and approve the Companies annual accounts for the financial year ending 31 December 2019, together with the directors' report and auditor's report on those accounts;
- b) Consider, and if thought fit, approve the Companies taking an audit exemption for the financial year ending 31st December 2019 pursuant to section 479A of the Companies Act 2006 (the "proposed exemption") and to tend to certain formalities in connection with the proposed exemption.

4. WRITTEN RESOLUTION

4.1 There was produced to the meeting a form of written resolution of the members of the Companies agreeing to the Companies taking the proposed exemption ("**Members' Resolution**").

4.2 **IT WAS RESOLVED** that:

- 4.2.1 The accounts for the companies for the year ended 31st December 2019 be approved; and
- 4.2.2 Adopting the proposed exemption would promote the success of the Companies for the benefit of its members;

5. FILING

The Chairman instructed the directors or any other authorised person to:

- 5.1 Make all necessary and appropriate entries in the books and registers of the Companies; and
- 5.2 Submit the members' resolution to the members of the Companies for signature; and
- 5.3 Deliver to the Registrar of Companies on or before the date on which the Companies file the accounts for the financial year ending 31st December 2019:
 - a) a copy of the members' agreement;
 - b). a copy of the consolidated accounts of the parent in which the company is included;
 - c). a copy of the auditor's report on the consolidated accounts referred to in (b) above; and
 - d). a copy of the consolidated annual report drawn up by the parent.

6. **CLOSE**

There was no further business and the Chairman declared the Meeting closed.

Samantha Jones

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Chairman