
Company Name: **SANCTUARY CARE (DERBY) LIMITED**
(the "Company")

Company Number: **05872128**

WRITTEN RESOLUTIONS
proposed pursuant to Chapter 2 of Part 13 of the Companies Act
2006

Circulation Date: **12 August 2020**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions contained on **PAGE 2** of this document be passed as special resolutions within the meaning of section 283 Companies Act 2006.

Please read the important notes contained on PAGE 3 of this document before signifying your agreement to the resolutions.

There is enclosed with this document a solvency statement under section 643 Companies Act 2006 made by all the directors of the Company on **12 August 2020** for the purposes of section 642 Companies Act 2006.

Dated: **12.08.2020 2020**

DocuSigned by:
Edward Hunt
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By Order of the Board

Registered Office: Sanctuary House
Chamber Court
Castle Street
Worcester
England
WR1 3ZQ



SPECIAL RESOLUTIONS

- 1 **THAT** forthwith upon this resolution becoming effective under section 644(4) of the Companies Act 2006:
 - (a) the share capital of the Company be reduced by the sum of £1 by cancelling and extinguishing:
 - (i) 1 of the 2 Issued and fully paid up ordinary shares of £1 each in the capital of the Company,

with the aggregate reserves arising being treated for the purposes of Part 23 of the Companies Act 2006 as realised profit in accordance with paragraph 3(2) of the Companies (Reduction of Share Capital) Order 2008 (SI/2008/1915); and
 - (b) the entire balance standing to the credit of the share premium account of the Company, that is to say £2,381,166.74, be cancelled in its entirety, with the reserve arising being treated for the purposes of Part 23 of the Companies Act 2006 as realised profit in accordance with paragraph 3(2) of the Companies (Reduction of Share Capital Order) 2008 (SI 2008/1915).
- 2 **THAT** the reduction proposed in resolution 1 above does not constitute a return of capital for the purposes of article 11.5 of the Company's articles of association and the provisions of article 11.5 do not therefore attach to the reduction proposed in resolution 1 above.

IMPORTANT NOTES

- 1 If you agree with the special resolutions contained on **PAGE 2** of this document, please indicate your agreement by signing and dating this document where indicated below on **PAGE 4** and returning it to the Company using one of the following methods:
 - (a) **By hand:** delivering the signed copy to Matt Lappin, Gowling WLG, Two Snowhill, Birmingham, B4 6WR;
 - (b) **By post:** returning the signed copy by post to Matt Lappin, Gowling WLG, Two Snowhill, Birmingham, B4 6WR; or
 - (c) **By e-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to: matthew.lappin@gowlingwlg.com. Please enter "Written Resolutions dated ^{12 August} 2020" in the e-mail subject box.
- 2 If you do not agree to the special resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the special resolutions, you may not revoke your agreement.
- 4 Unless, by 11:59pm on the date which is 28 days after, and beginning with, the Circulation Date of these written resolutions, sufficient agreement has been received for the special resolutions to be passed, they will lapse. If you agree to the special resolutions, please ensure that your agreement reaches us before or during this date. However, please note that unless the special resolutions are filed successfully with Companies House before the date which is 15 days of the date of passing of these resolutions then the reduction in the Company's share capital and share premium account resolved on by the special resolutions will not take effect. Please therefore return your response as soon as possible.

AGREEMENT

Please read the important notes on PAGE 3 of this document before signifying your agreement to the special resolutions set out on PAGE 2.

The undersigned, being the sole member entitled to vote on the special resolutions contained on PAGE 2 of this document on 12 August 2020, hereby irrevocably agrees to those special resolutions.

Name	Date	Signature
Duly authorised signatory for and on behalf of SANCTUARY CARE (NORTH) LIMITED	12.08.2020	DocuSigned by: <i>Peter Williams</i> 2A602E07552448D...