

We hereby certify that this copy document is
a true and accurate copy of the original.

Sundmans up

Company number 08510730

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

Living Care Health Limited (Company)

14th June 2013 (Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (**Resolutions**)

SPECIAL RESOLUTIONS

- 1 THAT the 2,000 issued ordinary shares of £0.10 each in the capital of the Company be re-designated as 1,000 A ordinary shares (**A Ordinary Shares**), 500 B ordinary shares (**B Ordinary shares**), 250 C ordinary shares (**C Ordinary Shares**) and 250 D ordinary Shares (**D Ordinary Shares**)
- 2 THAT the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions

The undersigned, being persons entitled to vote on the Resolutions on the Circulation Date and representing not less than 75% of the voting share capital of the Company, hereby irrevocably agrees to the Resolutions

FRIDAY



A14 28/06/2013 #226
COMPANIES HOUSE

Signed by **DAVID ANDREW LESTNER**

DA Lester

Date

14/6/13

Signed by **STEPHEN MARK FELDMAN**

DA Lester
Stephen Feldman by his
attorney David Lester

Date

14/6/13

NOTES

- 1 *If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company*
- 2 *If you do not agree to the 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 Resolutions, you may not revoke your agreement*
- 4 *Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date*
- 5 *In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members*
- 6 *If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document*

Company Number: 08510730

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
LIVING CARE HEALTH LIMITED

 **Shulmans^{LLP}**
120 Wellington Street
Leeds LS1 4LT

Company Number: 08510730

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

LIVING CARE HEALTH LIMITED

1 Definitions

1 1 In these Articles unless the context requires otherwise

"A Share"	an A ordinary share of £0 10 each in the capital of the Company
"B Share"	a B ordinary share of £0 10 each in the capital of the Company
"C Share"	a C ordinary share of £0 10 each in the capital of the Company
"D Share"	a D ordinary share of £0 10 each in the capital of the Company
"Shareholders"	the holders for the time being of all of the Shares
"Shares"	the issued shares of whatever class in the capital of the Company at any time representing the entire issued share capital of the Company and all shares derived from them (and any of them) whether by way of conversion, consolidation, or sub-division or by way of rights or bonus issue or otherwise in issue

2 Preliminary

2 1 The regulations constituting Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 2007 (SI 2007/2541) and the Companies (Tables A to F) (Amendment) (No 2) Regulations 2007 (SI 2007/2826), and as otherwise amended prior to the adoption of

these Articles ("**Table A**") apply to Living Care Health Limited (the "**Company**") except in so far as they are excluded or varied by these Articles

2 2 Words and expressions defined in Regulation 1 of Table A have the same meanings in these Articles where the context admits

2 3 The Company is a private company and no shares or debentures of the Company may be offered to the public

3 **Share Capital**

3 1 The share capital of the Company is £200 divided into -

3 1 1 1,000 A Shares,

3 1 2 500 B Shares,

3 1 3 250 C Shares, and

3 1 4 250 D Shares

3 2 Subject to the Companies Act 2006 (the "**Act**") and without prejudice to the rights attached to any existing shares, any share may be issued with or have attached to it such rights or restrictions as the Company may by special resolution determine

3 3 The rights of the A Shares, the B Shares, the C Shares and the D Shares shall be determined in accordance with Article 9

4 **Lien**

The Company shall have a first and paramount lien on all Shares whether fully paid or not registered (whether as sole registered holder or as one of two or more joint holders) in the name of any person indebted or under liability to the Company for all moneys presently payable by him or his estate to the Company. The directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation

5 **Unissued Shares**

5 1 No Share of any class nor any right to subscribe for or convert any security into a Share of any class shall be allotted otherwise than to the holder of a Share of that same class

5 2 Section 561 of the Act shall not apply to an allotment of any equity security where the consent to that allotment of every shareholder has been obtained as required by these Articles and that allotment otherwise conforms to the requirements of these Articles

6 Initial Authority to Issue Relevant Securities

6 1 The directors are authorised to exercise all powers of the Company to allot relevant securities, but only if the allotment otherwise conforms to the requirements of these Articles. The maximum nominal amount of relevant securities which may be allotted under this authority shall be the nominal amount of the unissued share capital at the date of adoption of these Articles or such other amount as may from time to time be authorised by the Company in general meeting

6 2 The authority conferred on the directors by this Article 6 shall remain in force for a period of five years from the date of adoption of these Articles but may be revoked, varied or renewed from time to time by the Company in general meeting in accordance with the Act

7 Class Rights

Whenever the capital of the Company is divided into different classes of Shares the special rights attaching to any class may only be varied or abrogated with the consent in writing of the holders of 75% in nominal value of the Shares

8 Transfer of Shares – General

No transfer of Shares shall be registered in the statutory registers of the Company unless such transfer has been approved by all of the Directors for the time being and any Shares so transferred shall be converted into the class of shares (and shall rank *pari passu* with such class of shares) held by the transferee if such transferee does not already hold Shares of the designation which are the subject of the transfer

9 Share Rights

9 1 The rights attaching to the Shares shall be as set out in this Article 9

9 2 As regards voting

9 2 1 the holders of B Shares, C Shares and D Shares shall be entitled to receive notice of and attend and vote at any general meeting of the Company or on any matter which is proposed to be passed by a written resolution,

9 2 2 the holders of A Shares shall not be entitled to vote on any matter nor to receive notice of any general meeting of the Company or any matter proposed to be passed as a written resolution save in circumstances where the A Shares are the only shares in issue,

9 3 As regards income, subject always to Article 10 all of the Shares shall rank *pari passu* in relation to their entitlement to a dividend or distribution (other than a distribution of capital),

9 4 As regards capital

9 4 1 on a return of capital on a winding up, liquidation, sale of the Company's business or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be calculated and applied as follows

9 4 1 1 all of the value attributable to the Company, its subsidiaries and its undertaking as at the date of the adoption of these Articles shall belong to and be distributed among the holders of A Shares, and

9 4 1 2 all and any value in excess of the amount calculated pursuant to Article 9 4 1 1 above shall belong to and be distributed as to 50% among the holders of A Shares and the balance shall belong and be distributed equally to the holders of the B Shares, C Shares and D Shares

9 5 None of the Shares shall be liable to be redeemed at any time

10 **Dividends**

If and for so long as the Shares comprise different classes of shares, the directors may, subject to the provisions of the Act, declare and pay interim and final dividends at variable rates on the different classes of Shares

11 **Proceedings at General Meetings**

11 1 The quorum for a meeting of the Shareholders of the Company shall be 2 such Shareholders, save that such a meeting shall not be quorate unless the holder(s) of a B Share, a holder of a C Share and a holder of a D Share are present (subject to Article 11 2)

11 2 If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting is adjourned to such day and at such time and place as the directors may

determine but if a quorum is not present within half an hour from the time appointed for the adjourned meeting then those present shall form a quorum

11 3 A poll may be demanded at any general meeting by any member present in person or by proxy and entitled to vote

11 4 The chairman shall not have a second or casting vote at any general meeting of Shareholders

12 **Votes of Members**

Subject to any rights or restrictions attached to any Shares as set out in Article 9 and to any other provisions of these Articles, on a show of hands every member present in person or by proxy shall have one vote, unless the proxy is himself a member entitled to vote and on a poll every member present in person or by proxy shall have one vote for every Share of which he is the holder

13 **Number of Directors**

The minimum number of directors is two and the maximum number is four

14 **Alternate Directors**

14 1 An alternate director may act as alternate director to more than one director and is entitled at a meeting of the directors or of a committee of the directors to one vote for every director that he acts as alternate director for in addition to his own vote (if any) as a director of the Company, but an alternate director counts as only one director in determining whether a quorum is present

14 2 An alternate director is entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his appointor's absence But it is not necessary to give notice of such a meeting to an alternate director who is absent from the UK

14 3 Unless otherwise determined by ordinary resolution of the Company, an alternate director is not entitled to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice to the Company direct and the Company may pay all travelling, hotel and other expenses properly incurred by an alternate director in

connection with attendance at meetings of directors or of committees of directors or otherwise in connection with the business of the Company

15 Directors' Appointments and Interests

Subject to the provisions of the Acts, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the Company and may enter into an agreement or arrangement with any director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made on such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate (unless the terms of his appointment provide otherwise) if he ceases to be a director but without prejudice to any claim for damages for breach of the contract of service between the director and Company.

16 Proceedings of Directors

- 16.1 The quorum for a meeting of the Board shall be two, provided always that no meeting of the Board shall be quorate unless at least one B Director, at least one C Director and at least one D Director are present. The chairman shall not have a second or casting vote and accordingly the penultimate sentence of regulation 88 of Table A shall not apply.
- 16.2 A person may participate in a meeting of the directors or of a committee of directors by means of electronic communication provided that throughout the meeting all persons participating in the meeting are able to communicate interactively and simultaneously with all other parties participating in the meeting. A person participating in a meeting in this manner shall be deemed present in person at the meeting and shall be entitled to vote and be counted in the quorum.
- 16.3 Subject to disclosure in accordance with section 177 of the Companies Act 1985, a director is entitled to vote at any meeting of the directors or of a committee of directors on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company, and in relation to any such resolution (whether or not he votes on the same) he is to be taken into account in calculating the quorum present at the meeting.

17 **Indemnity**

- 17 1 Subject to the Acts, but without prejudice to any indemnity to which a director may otherwise be entitled, each director or other officer of the Company (other than any person (whether an officer or not) engaged by the Company as auditor) shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him in the execution of his duties, or in relation thereto including any liability incurred by him in defending any civil or criminal proceedings, in which judgement is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's affairs
- 17 2 The Company may buy and maintain insurance against any liability falling upon its directors or other officers which arises out of their respective duties to the Company, or in relation to its affairs