

WRITTEN RESOLUTION

OF

CRANBROOK DENTAL PRACTICE LIMITED
Company Number: 08546803 (the "Company")
(the "Company")

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006**

SPECIAL RESOLUTION

1. That the share capital of the Company be reduced from £1,000,300 divided into 1,000,300 ordinary shares of £1.00 each to £1.00 divided into one ordinary share of £1.00 each, by cancelling and extinguishing 1,000,299 ordinary shares of £1.00 each, with the amount by which the Company's share capital is to be so reduced being credited to a reserve.

ORDINARY RESOLUTION

2. To pay a pre-liquidation dividend of £627,209, settled in specie (being a transfer of assets other than cash) by distributing the inter-group receivable owing by £627,209 to the Company to its sole shareholder, to Bupa Dental Services Limited.

By order of the board:



.....
Director

27 November 2020

.....
Date

Cranbrook Dental Practice Limited

TP THURSDAY


A9VN4YXM
A11 07/01/2021 #292
COMPANIES HOUSE
A26 17/12/2020 #240
COMPANIES HOUSE

INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006

1. Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution.
2. The circulation date of the written resolution is 27 November 2020 (the "**Circulation Date**").
3. The procedure for signifying agreement by eligible members to a written resolution is as follows:
 - (A) a member signifies his/her/its agreement to a proposed written resolution when the Company receives from him/her/it (or someone acting on his/her/its behalf) an authenticated document –
 - (i) identifying the resolution to which it relates, and
 - (ii) indicating his/her/its agreement to the resolution;
 - (B) the document must be sent to the Company in hard copy form or in electronic form;
 - (C) a member's agreement to a written resolution, once signified, may not be revoked; and
 - (D) *a written resolution is passed when the required majority of eligible members have signified their agreement to it.*
4. Generally the period for agreeing to a written resolution before it lapses is the period of 28 days beginning with the Circulation Date (see section 297 Companies Act 2006). However, eligible members should signify their agreement to the written resolution[s] within 15 days of the Circulation Date. This is because additional stricter rules apply to a written resolution for reducing share capital. Such a resolution will not be effective unless it is supported by a solvency statement made not more than 15 days before the date on which resolution is agreed to (see sections 641(1)(a) and 642(1)(a) Companies Act 2006).