

Company number: 08601323

WEDNESDAY



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18/05/2022

#124

COMPANIES HOUSE

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

CANTLEY DENTAL CENTRE LIMITED

Circulation date: 19 April 2022

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions are passed as ordinary and special resolutions of the Company (as indicated) (**Resolutions**).

SPECIAL RESOLUTION

3. **THAT** the articles of association of the Company be amended by inserting the following new article as article 38.6 and the remaining sub-clauses be renumbered accordingly:

"38.6 Notwithstanding anything contained in these Articles or in the Companies Act 2006 Model Articles, the Directors shall not decline to register, nor may they suspend registration of, any transfer of Shares which:

- (a) is to any bank or institution to which those Shares (the **Charged Shares**) have been charged by way of security, or to any nominee of such a bank or institution (a **Secured Institution**);

- (b) is delivered to the Company for registration by a Secured Institution (or its nominee) in order to perfect its security over the Charged Shares; or
 - (c) is executed by a Secured Institution (or its nominee) under the power of sale or other power under such security.
- 38.7 Notwithstanding anything to the contrary contained in these Articles or in the Companies Act 2006 Model Articles, neither a transferor or proposed transferor of Charged Shares to a Secured Institution (or its nominee) nor a Secured Institution (or its nominee) will be required to provide any prior written notice to the Company or to offer the Charged Shares which are or are to be the subject of any such transfer to the Members (or any of them), and no Member shall have any right under these Articles or otherwise to require such Shares to be transferred to them whether for consideration or not.
- 38.8 The Company shall have no lien on any Charged Shares.
- 38.9 Any pre-emption rights contained in these Articles shall not apply in relation to any Charged Shares."
4. **THAT** the articles of association of the Company be amended by inserting the following new article as article 11.3:
- "11.3 This article 11 does not require the company to have more than one director and, accordingly, is subject to article 6.2."

AGREEMENT

Please read the notes at the end of this document before signifying your vote on the Resolutions.

The persons named below, being the sole person eligible to vote on the Resolutions on the circulation date, irrevocably agrees to each of those Resolutions.



Dr Rameshwar Sharma

Date: 19 April 2022

NOTES

1. If you agree with the resolutions, please sign and date this document and return it to the Company using one of the following methods:

- **By hand:** delivering the signed copy to the Company's registered office.
- **Post:** returning the signed copy by post to the Company's registered office for the attention of the sole director.

If you do not agree with the resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
3. The resolutions set out above will lapse if the required majority of eligible members have not signified their agreement to them by the end of the period of 28 days beginning with the circulation date set out above. If you agree to the Resolutions, please ensure that your agreement reaches the Company before that date.
4. 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.