**CORNERSTONE VETERINARY CLINIC LTD**

(reg. no. NI630236)

("the Company")

Written resolution of the director of the Company

Sale of a controlling interest in the Company to an 'employee-ownership trust'

For the purpose of facilitating a sale of 90 per cent of the issued ordinary share capital of the Company by the Directors (as the majority shareholders of the Company) to an 'employee-ownership trust' (as mentioned in section 236H et seq, TCGA 1992), it is hereby resolved as follows:


1. The form of **written resolution of shareholders** appended to this resolution and signed by the director for the purpose identification, being a special resolution amending the articles of association and, inter alia, creating a new class of redeemable C share having the rights and entitlements set out in the resolution, be approved and circulated to the shareholders of the Company.
2. Subject to the passing of the written special resolution of shareholders, the redeemable **C share of £1 be allotted** and issued to Peter Herold in consideration of the payment up in full of the £1 capital of that share.
3. Peter Herold be authorised to sign as representative of the Company, a written resolution of members of **CORNERSTONE VETERINARY CLINIC LTD** amending the articles of association of that company so as to provide that specified matters relating to that company require the approval of a special resolution of the members of that company.
4. The formation/acquisition of a company ("**the Trustee Company**"), intended to act as trustee of the proposed trust, having a share capital of £1, as a directly wholly-owned subsidiary of the Company, be approved.
5. The **name of the new subsidiary be changed** to, and registered as, "CSV Employees Trustees Ltd".
6. The director, on behalf of the Company, sign a written special resolution of the member of the Trustee Company to adopt **new articles of association of the Trustee Company** in the form of the articles appended to this resolution and signed by the director for the purpose identification.
7. A deed of settlement establishing the CSV Employee-ownership Trust ("**the Trust**") and of which the Trustee Company will be the sole corporate trustee ("**the Trustee**"), in the form of the **Trust Deed** appended to this resolution and signed by the director for the purpose identification, be executed as a deed by the director on behalf of the Company (in the presence of a witness) and delivered, and the Company pay the sum of £10 to the Trustee to establish the Trust Fund.
8. The Company acknowledge receipt from the director, as the representative of all shareholders in the Company, of a **written resolution of the member of the Company** waiving the application

of article 37 (voluntary transfers) to the transfer of shares in the Company to the Trust (thereby avoiding the need for pre-emption under the articles).

9. The form of **Declaration of Trust** appended to this resolution and signed by the director for the purpose identification, whereby the Company makes a cash contribution of £100,000 to the Trust and, pending completion of the sale and transfer of shares to the Trustee, that such sum (representing the first instalment of the purchase price and the stamp duty payable on the purchase of shares by the Trustee) be held by the Company to the order of the Trustee.

10. Messrs JLA Accountants be instructed to deliver to **Companies House** a copy of the special resolutions of the shareholder, a return of the creation and issue of the C share, and a print of the new articles of association as amended.

11. Karen Horner be appointed as directors of the Company with effect from tomorrow.

Signed  date 25/05/2023

Peter Herold, director