

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
MEMBER'S WRITTEN RESOLUTION
of
GENERAL PRACTICE GROUP SCOTLAND LIMITED
(the "Company")

WEDNESDAY



LD1 *L7FRA49T* 03/10/2018 #133
COMPANIES HOUSE

LIMITED

Date: 25 September 2018 (the "circulation date")

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 and the articles of association of the Company the directors of the Company propose each of the following resolutions as a special resolution (the "**resolutions**"):

1 THAT –

- (A) the sum of £5,843,411, being part of the profit and loss account and revaluation reserve, be and is hereby capitalised and appropriated as capital to the sole shareholder of the Company and that the directors be and are hereby authorised to apply such sum in paying up in full 5,843,411 bonus shares of £1 each in the capital of the Company and to allot and issue such new shares, credited as fully paid up, to the sole shareholder of the Company (the "**Bonus Share Issue**");
- (B) following completion of the Bonus Share Issue, the share capital of the Company be reduced by way of a reduction of the nominal value of its shares to £ £0.00000017113283433 and by cancelling the amount credited to the Company's share premium account and crediting the amount of such reduction, being £37,038,334, to the distributable reserves of the Company (the "**Capital Reduction**"); and
- (C) the directors be and are hereby authorised to do all acts and things which they may consider appropriate to implement the foregoing.

2 THAT (subject to the resolutions in paragraph 1 taking effect) the Company be authorised to make a distribution of an amount equal to £5,352,001 by way of an in specie distribution of its properties to its ultimate parent entity, Community Care Holdings Limited.

3 THAT the Company declare and make a dividend in specie of £14,627,862 and a cash dividend of £2,565,414 to its sole shareholder to be paid out of the distributable reserves of the Company.

Please read the notes below before signifying your agreement to the resolution.

The undersigned, being the sole shareholder of the Company entitled to vote on the above resolution on the circulation date, hereby irrevocably agrees to the resolution.

Signed by 

(print name of signatory) JUSTIN BROWN

for and on behalf of General Practice Group
Scotland Limited

Date: 25 September 2018

Notes

- 1 Please find accompanying these draft resolutions a copy of the solvency statement made by all the directors for the purposes of section 642 Companies Act 2006 and dated 25 September 2018.
- 2 If you agree to the resolutions, please signify your agreement by signing and dating this document and returning it to the Company by email or to 12 Throgmorton Avenue, London, EC2N 2DL (together with a certified copy of any power or authority under which it is signed). 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 Your agreement to the resolutions, once signed and received by the Company, may not be revoked.