

PRINT OF WRITTEN RESOLUTION (FOR COMPANY RECORDS/FILING)

No. 04137099

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

THE COVENTRY AND RUGBY HOSPITAL COMPANY NOMINEE LIMITED

("the Company")

Passed on 19 December 2013

On 19 December 2013 the following resolution was duly passed as a special resolution of the Company pursuant to Chapter 2 of Part 13 of the Companies Act 2006.

SPECIAL RESOLUTION

That the articles of association of the Company be amended by

- (a) deleting all the provisions of the Company's Memorandum of Association, which, by virtue of Section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association; and
- (b) inserting the following as a new Article 1A:

"The liability of the members of the Company is limited to the amount, if any, unpaid on the shares in the capital of the Company held by them",



Director / Secretary

THURSDAY



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14/02/2019

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COMPANIES HOUSE

DIRECTORS' WRITTEN RESOLUTION

No: 04137099

THE COVENTRY AND RUGBY HOSPITAL COMPANY NOMINEE LIMITED

Written resolution of the sole director of the Company passed on 19 December 2013 pursuant to Article 35 of the Company's Articles of Association.

WRITTEN RESOLUTION

1 Resolution

1.1 Having been carefully considered by the director, who had regard to the six factors listed in section 172 of the Companies Act 2006 (as appended to this resolution) as well as all other relevant factors **IT WAS RESOLVED THAT:**

(a) a written resolution of the sole member of the Company (**Written Resolution**) to amend the Articles of Association of the Company by:

(i) deleting all the provisions of the Company's Memorandum of Association, which, by virtue of Section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association; and

(ii) inserting the following as a new Article 1A:

"The liability of the members of the Company is limited to the amount, if any, unpaid on the shares in the capital of the Company held by them".

be and is hereby approved as a special resolution and that the Written Resolution be and is hereby recommended for approval by the sole member of the Company; and

(a) the Written Resolution as so approved be sent or submitted to the sole member of the Company entitled to vote on the Written Resolution on the circulation date for its approval in accordance with Part 2 of Chapter 13 of the Companies Act 2006, together with the statement required by section 291(4) of the Companies Act 2006.

1.2 It was noted that a copy of the Written Resolution and the accompanying statement would be sent to the Company's auditors in accordance with section 502 of the Companies Act 2006.

1.3 **IT WAS FURTHER RESOLVED THAT**, subject to the passing of the Written Resolution, the Secretary be and is hereby instructed to file (i) a print of the Written Resolution, (ii) a copy of the amended Articles of Association of the Company and (iii) Form CC04 with the Registrar of Companies.



Signed by Gaynor Birley-Smith

19 December 2013

Date

Appendix A

Section 172 of the Companies Act 2006

172 Duty to promote the success of the company

- (1) A director of a company must act in the way he considers, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to
 - (a) the likely consequences of any decision in the long term,
 - (b) the interests of the company's employees,
 - (c) the need to foster the company's business relationships with suppliers, customers and others,
 - (d) the impact of the company's operations on the community and the environment,
 - (e) the desirability of the company maintaining a reputation for high standards of business conduct, and
 - (f) the need to act fairly as between members of the company.
- (2) Where or to the extent that the purposes of the company consist of or include purposes other than the benefit of its members, subsection (1) has effect as if the reference to promoting the success of the company for the benefit of its members were to achieving those purposes.
- (3) The duty imposed by this section has effect subject to any enactment or rule of law requiring directors, in certain circumstances, to consider or act in the interests of creditors of the company.